STAR WARS

EPISODE I

THE PHANTOM MEN ACE

Written by

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1 EXT. SPACE (FX) 1

Title card:

A long time ago in a galaxy far, far away...

A vast sea of stars serves as the backdrop for the main title, followed by a roll-up, which crawls into infinity.

Turmoil has engulfed the Galactic Republic. The taxation of trade routes to outlying star systems is in dispute.

Hoping to resolve the matter with a blockade of deadly battleships, the greedy Trade Federation has stopped all shipping to and from the small planet of Naboo.

While the Congress of the Republic endlessly debates this alarming chain of events, the Supreme Chancellor has secretly dispatched two Jedi Knights, the guardians of peace, to settle the conflict...

PAN DOWN to reveal a small space cruiser heading TOWARD CAMERA at great speed. PAN with the cruiser as it heads toward the beautiful green planet of Naboo, which is surrounded by hundreds of Trade Federation battleships.

2 INT. REPUBLIC CRUISER - COCKPIT 2

In the cockpit of the cruiser, the CAPTAIN and PILOT maneuver closer to one of the battleships.

QUI-GON (off-screen voice)
Captain.

The CAPTAIN turns to an unseen figure sitting behind him.

CAPTAIN
Yes, sir?

QUI-GON (V.O.)
Tell them we wish to board at once.

CAPTAIN
Yes, sir.

The CAPTAIN turns back to his view screen, where NUTE GUNRAY, an odd-looking Neimoidian trade viceroy, waits for a reply.

CAPTAIN
With respect for the Trade Federation, the Ambassadors for the Supreme Chancellor wish to board immediately.

NUTE
Yes, yes, of course...ahhh...as you know, our blockade is perfectly legal, and we'd be happy to receive the Ambassadors [illegible]

2 CONTINUED: 2

The screen goes black. Out the cockpit window, the sinister battleship looms ever closer.

3 EXT. FEDERATION BATTLESHIP - DOCKING BAY - SPACE (FX) 3

The small space cruiser docks in the enormous main bay of the Federation battleship.

4 INT. FEDERATION BATTLESHIP - DOCKING BAY - SPACE 4

A PROTOCOL DROID, TC-3, waits at the door to the docking bay. Two WORKER DROIDS, PK-4 and EG-9, stand in the foreground.

PK-4
Whoever it is must be important if the Viceroy sent one of those useless protocol gearheads to greet them.

The door opens, and the Republic cruiser can be seen in the docking bay. Two darkly robed figures are greeted by TC-3. They move off down the hallway.

EG-9
A Republic cruiser! That's trouble...don't you think?

PK-4
I'm not made to think.

5 INT. FEDERATION BATTLESHIP - CONFERENCE ROOM 5

A door slides open, and the two cloaked shapes are led PAST CAMERA into the formal conference room by TC-3.

TC-3
I hope your honored sirs will be most comfortable here. My master will be with you shortly.

The droid bows before OBI-WAN KENOBI and QUIGON JINN. He backs out the door and it closes. The JEDI lower their hoods and look out a large window at the lush green planet of Naboo. QUI-GON, sixty years old, has very long white hair in a ponytail. He is tall and striking, with blue eyes. OBI-WAN is twenty-five, with very short brown hair, pale skin, and blue eyes. Several exotic, bird-like creatures SING in a cage near the door.

OBI-WAN
I have a bad feeling about this.

QUI-GON
I don't feel anything.

CONTINUED

5 CONTINUED: 5

OBI-WAN
It's not about the mission, Master, it's something... elsewhere... elusive...

QUI-GON
Don't center on your anxiety, Obi-Wan. Keep your concentration here where it belongs.

OBI-WAN
Master Yoda says I should be mindful of the future...

QUI-GON
...but not at the expense of the moment. Be mindful of the living force, my young Padawan.

OBI-WAN
Yes, Master... How do you think this trade viceroy will deal with the Chancellor's demands?

QUI-GON
These Federation types are cowards. The negotiations will be short.

6 INT. FEDERATION BATTLESHIP - BRIDGE 6

NUTE GUNRAY and DAULTAY DOFINE stand, stunned, before TC-3.

NUTE
(shaken)
What?... What did you say?

TC-3
The Ambassadors are Jedi Knights, I believe.

DOFINE
I knew it! They were sent to force a settlement, eh. Blind me, we're done for!

NUTE
Stay calm! I'll wager the Senate isn't aware of the Supreme Chancellor's moves here. Go. Distract them until I can contact Lord Sidious.

DOFINE
Are you brain dead? I'm not going in there with two Jedi! Send the droid.

DOFINE turns to TC-3, who lets out a squeaky sigh.

7 INT. FEDERATION BATTLESHIP - CONFERENCE ROOM 7

QUI-GON and OBI-WAN sit at the large conference table.

OBI-WAN
Is it their nature to make us wait this long?

QUI-GON is thinking. The door to the conference room slides open, and TC-3 enters with a tray of drinks and food. OBI-WAN takes a drink.

QUI-GON
No..I sense an unusual amount of fear **here for something as trivial as a trade dispute.**

8 INT. FEDERATION BATTLESHIP - BRIDGE 8

NUTE, DOFINE, and RUNE HAAKO are before the hologram of DARTH SIDIOUS, a robed figure whose face is obscured by a hood.

DOFINE
...This scheme of yours has failed, Lord Sidious. The blockade is finished! We dare not go against these Jedi.

DARTH SIDIOUS
You seem more worried about the Jedi than you are about me, Dofine. I am amused...Viceroy!

NUTE, looking very nervous, steps forward.

NUTE
Yes, My Lord.

DARTH SIDIOUS
I don't want that stunted slime in my sight again...do you understand?

NUTE
Yes, My Lord.

NUTE gives DOFINE a fierce look, and DOFINE, terrified, rushes off the bridge.

DARTH SIDIOUS
This turn of events is unfortunate. We must accelerate our plans, Viceroy. Begin landing your troops.

NUTE
Ahhh, My Lord, is that...legal?

DARTH SIDIOUS
I will make it legal.

CONTINUED

8 CONTINUED: 8

NUTE
And the...Jedi??

DARTH SIDIOUS
The Chancellor should never have brought them into this. Kill them, immediately.

NUTE
Ye...yes, My Lord. As you wish.

9 INT. REPUBLIC CRUISER - COCKPIT - DOCKING BAY 9

In the cockpit of the cruiser, the CAPTAIN and PILOT look up and see a gun turret swing around and point directly at them.

PILOT
Captain!? Look!!

CAPTAIN
No! Warn...

10 EXT. FEDERATION BATTLESHIP - HANGAR BAY - SPACE (FX) 10

The battleship gun fires. The republic cruiser EXPLODES.

11 INT. FEDERATION BATTLESHIP - CONFERENCE ROOM 11

QUI-GON and OBI-WAN leap to a standing position with their laser swords drawn. TC-3 jumps back, startled, spilling the drinks on his tray.

TC-3
Ahhh... Sorry, sir. The Viceroy...

QUI-GON and OBI-WAN turn off their swords and listen intently. A faint hissing sound can be heard.

QUI-GON
Gas!

QUI-GON and OBI-WAN each take a sudden deep breath and hold it. The exotic bird-like creatures in the cage drop dead.

12 INT. FEDERATION BATTLESHIP - HALLWAY 12

A hologram of NUTE, surrounded by BATTLE DROIDS, appears in the conference room hallway.

NUTE
They must be dead by now. Blast what's left of them.

The hologram fades off, as a BATTLE DROID, OWO-1, cautiously opens the door. A deadly green cloud billows from the room. BATTLE DROIDS cock their weapons as a figure stumbles out of the smoke. It is TC-3, carrying the tray of drinks.

12 CONTINUED: 12

TC-3
Oh, excuse me, so sorry.

The PROTOCOL DROID passes the armed camp just as two flashing laser swords fly out of the deadly fog, cutting down several BATTLE DROIDS before they can fire.

13 INT. FEDERATION BATTLESHIP - BRIDGE 13

The bridge is a cacophony of alarms. NUTE and RUNE watch OWO-1 on the view screen.

OWO-1
...Not sure exactly what...

OWO-1 is suddenly cut in half in mid-sentence. RUNE gives NUTE a worried look.

NUTE
What in blazes is going on down there?

RUNE
Have you ever encountered a Jedi Knight before, sir?

NUTE
Well, not exactly, but I don't...
(panicked)
Seal off the bridge...

RUNE
That won't be enough, sir.

The doors to the bridge SLAM shut.

NUTE
I want destroyer droids up here at once!!!

RUNE
We will not survive this.

14 INT. FEDERATION BATTLESHIP - HALLWAY - OUTSIDE BRIDGE 14

QUI-GON cuts several BATTLE DROIDS in half, creating a shower of sparks and metal parts. OBI-WAN raises his hand, sending several BATTLE DROIDS crashing into the wall. QUI-GON makes his way to the bridge door and begins to cut through it.

15 INT. FEDERATION BATTLESHIP - BRIDGE 15

The CREW is very nervous as sparks start flying around the bridge door. QUI-GON and OBI-WAN are on the view screen.

NUTE
Close the blast doors!!

15 CONTINUED: 15

The huge, very thick blast door slams shut, followed by a second door, then a third. There is a hissing sound as the huge doors seal shut. QUI-GON stabs the door with his sword. The screens go black as a red spot appears in the center of the blast door.

RUNE
...They're still coming through!

On the door, chunks of molten metal begin to drop away.

NUTE
Impossible!! This is impossible!!

RUNE
Where are those destroyer droids?!

16 INT. FEDERATION BATTLESHIP - HALLWAY - OUTSIDE BRIDGE 16

Ten ugly destroyer WHEEL DROIDS roll down the hallway at full speed. Just before they get to the bridge area, they stop and transform into their battle configuration. QUI-GON can't see them but senses their presence.

QUI-GON
Destroyer droids!

OBI-WAN
Offhand, I'd say this mission is past the negotiation stage.

QUI-GON
I know, I know.

The WHEEL DROIDS, led by P-59, rush the entry area from three hallways, blasting away with their laser guns. They stop firing and stand in a semi-circle as the smoke clears. OBI-WAN and QUI-GON are nowhere to be seen.

P-59
Switch to bio... There they are!

The Jedi materialize at the far end of the hallway and dash through a doorway that slams shut.

17 INT. FEDERATION BATTLESHIP - BRIDGE 17

NUTE AND RUNE stand on the bridge, watching the view screen as the WHEEL DROIDS' POV speeds to the doorway.

RUNE
We have them on the run, sir... they're no match for destroyer droids.

TEY HOW
Sir, a transmission from the planet.

17 CONTINUED: 17

RUNE
It's Queen Amidala herself.

NUTE
At last we're getting results.

On the view screen, QUEEN AMIDALA appears in her throne room. Wearing her elaborate headdress and robes, she sits, surrounded by the GOVERNING COUNCIL and FOUR HANDMAIDENS.

NUTE
Again you come before me, your highness. The Federation is pleased.

AMIDALA
You will not be so pleased when you hear what I have to say, Viceroy... Your trade boycott has ended.

NUTE smirks at RUNE.

NUTE
I was not aware of such a failure.

AMIDALA
I have word that the Senate is finally voting on this blockade of yours.

NUTE
I take it you know the outcome. I wonder why they bothered to vote.

AMIDALA
Enough of this pretense, Viceroy! I'm aware the Chancellor's Ambassadors are with you now, and that you have been commanded to reach a settlement.

NUTE
I know nothing about any Ambassadors...you must be mistaken.

AMIDALA, surprised at his reaction, studies him carefully.

AMIDALA
Beware, Viceroy...the Federation is going too far this time.

NUTE
Your Majesty, we would never do anything without the approval of the Senate. You assume too much. **Good day.**

The QUEEN fades off, and the view screen goes black.

RUNE
She's right, the Senate will never...

17 CONTINUED: (2) 17

NUTE
It's too late now.

RUNE
Do you think she suspects an attack?

NUTE
I don't know, but we must move quickly to disrupt all communications down there.

18 INT. NABOO PALACE - THRONE ROOM 18

The QUEEN and her Governor, SIO BIBBLE, stand before a hologram of SENATOR PALPATINE, a thin, kindly man.

PALPATINE
...How could that be true? I have assurances from the Chancellor...his **Ambassadors did arrive.** It must be the...get...negotiate...

The hologram of PALPATINE sputters and fades away.

AMIDALA
Senator Palpatine, we're losing you.
(turns to Panaka)
What's happening?

CAPTAIN PANAKA turns to his SERGEANT.

CAPT. PANAKA
Check the transmission generators...

BIBBLE
A malfunction?

CAPT. PANAKA
It could be the Federation jamming us, Your Highness.

BIBBLE
A communications disruption can only mean one thing. Invasion!

AMIDALA
Don't jump to conclusions, Governor. The Federation would not dare invade.

CAPT. PANAKA
The Senate would revoke their trade permits, and **then** they would be finished for good.

AMIDALA
We must continue to rely on negotiation.

CONTINUED

18

18 CONTINUED:

BIBBLE
Negotiation? We've lost all communications!...and where are the Chancellor's Ambassadors? How can we negotiate? We must prepare to defend ourselves.

CAPT. PANAKA
This is a dangerous situation, Your Highness. Our security volunteers will be no match against a battle-hardened Federation army if they do invade.

AMIDALA
I will not condone a course of action that will lead us to war.

19 INT. FEDERATION BATTLESHIP - MAIN BAY 19

QUI-GON and OBI-WAN appear at a large vent in a giant hangar bay. They are careful not to be seen. Thousands of BATTLE DROIDS are loading onto landing craft.

QUI-GON
Battle droids.

OBI-WAN
An invasion army! This is not defensive.

QUI-GON
It's an odd play for the Trade Federation. We've got to warn the Naboo and contact Chancellor Valorum.

OBI-WAN
You were right about one thing, Master. The negotiations were short.

20 EXT. SPACE LANDING CRAFT - TWILIGHT (FX) 20

Six landing craft fly in formation toward the surface of the planet Naboo.

21 EXT. NABOO SWAMP - SHALLOW LAKE - TWILIGHT 21

Three landing craft slowly descend through the cloud cover of the perpetually gray twilight side of the planet. One by one, the Federation war ships land in the eerie swamp.

OBI-WAN's head emerges from the mud of a shallow lake. Far in the background, the activities of the invasion force can be seen in the mist. OBI-WAN takes several deep breaths, then disappears again under the muddy swamp. Troop Transports (MTT's) emerge from the landing craft.

22 EXT. NABOO SWAMP - TWILIGHT 22

QUI-GON runs through the strange landscape, glancing back to see the monstrous troop transports emerging from the mist. Animals begin to run past him in a panic.

An odd, frog-like Gungan, JAR JAR BINKS, squats holding a clam he has retrieved from the murky swamp. The shell pops open. JAR JAR's great tongue snaps out and grabs the clam, swallowing it in one gulp.

JAR JAR looks up and sees QUI-GON and the other creatures running like the wind toward him. One of the huge MTT's bears down on the Jedi like a charging locomotive. JAR JAR stands transfixed, still holding the clam shell in one hand.

JAR JAR
Oh, nooooooooo!

JAR JAR drops the shell and grabs onto QUI-GON as he passes. The Jedi is caught by surprise.

JAR JAR
Hey, hep me! Hep me!!

QUI-GON
Let go!

The machine is about to crush them as QUI-GON **drags JAR JAR behind him.** Just as the transport is about to hit them, QUI-GON drops, and JAR JAR goes splat into the mud with him. The transport races overhead.

QUI-GON and JAR JAR pull themselves out of the mud. They stand watching the war machines disappear into the mist. JAR JAR grabs QUI-GON and hugs him.

JAR JAR
Oyi, mooie-mooie! I luv yous!

The frog-like creature kisses the Jedi.

QUI-GON
Are you brainless? You almost got us killed!

JAR JAR
I spake.

QUI-GON
The ability to speak does not make you intelligent. Now get **outta here!**

QUI-GON starts to move off, and JAR JAR follows.

JAR JAR
No...no! Mesa stay... Mesa yous humbule servaunt.

22 CONTINUED: 22

QUI-GON
That won't be necessary.

JAR JAR
Oh boot tis! Tis demunded byda' guds. Tis a live deb-ett, tis. Mesa culled JaJa Binkss.

In the distance, two STAPS burst out of the mist at high speed, chasing OBI-WAN.

QUI-GON
I have no time for this now...

JAR JAR
Say what?

The two STAPS barrel down on OBI-WAN.

JAR JAR
Oh, nooooo! Weesa ganna...

QUI-GON throws JAR JAR into the mud.

QUI-GON
Stay down!

His head pops up.

JAR JAR
...dieeee!

The two troops fire laser bolts at OBI-WAN. QUI-GON deflects the bolts back, and the STAPS blow up. One - two. OBI-WAN is exhausted and tries to catch his breath.

OBI-WAN
Sorry, Master, the swamp fried my weapon.

OBI-WAN pulls out his burnt laser sword handle. QUI-GON inspects it, as JAR JAR pulls himself out of the mud.

QUI-GON
You forgot to turn your power off again, didn't you?

OBI-WAN nods sheepishly.

QUI-GON
It won't take long to recharge, but this is a lesson I hope you've learned, my young Padawan.

OBI-WAN
Yes, Master.

22 CONTINUED: (2) 22

JAR JAR
Yousa sav-ed my again, hey?

OBI-WAN
What's this?

QUI-GON
A local. Let's go, before more of those droids show up.

JAR JAR
Mure?! Mure did you spake??!?

OBI-WAN and QUI-GON start to run. JAR JAR tries to keep up.

JAR JAR
Ex-squeezee-me, but da mato grande safe place would be Otoh Gunga. Tis where. I grew up... Tis safe city.

They all stop.

QUI-GON
A city!
(Jar Jar nods his head)
Can you take us there?

JAR JAR
Ahhh, will...on second taut...no, not willy.

QUI-GON
No??!

JAR JAR
Iss embarrissing, boot...I'm afraid my've bean banished. My forgot der Bosses would do terrible tings to my. Terrible tings if my goen back dare.

A PULSATING SOUND is heard in the distance.

QUI-GON
You hear that?

JAR JAR shakes his head yes.

QUI-GON
That's the sound of a thousand terrible things heading this way...

OBI-WAN
When they find us, they will crush us, grind us into little pieces, then blast us into oblivion!

22 CONTINUED: (3) 22

JAR JAR
Oh! Yousa point is well seen. Dis way! Hurry!

JAR JAR turns and runs into the swamp.

23 EXT. NABOO EDGE OF SWAMP/GRASS PLAINS - SUNRISE (FX) 23

The droid invasion force moves out of the swamp and onto a grassy plain. OOM-9, in his tank, looks out over the vast ARMY marching across the rolling hills. A small hologram of RUNE and NUTE stands on the tank.

RUNE
...and there is no trace of the Jedi. They may have gotten onto one of your landing craft.

OOM-9
If they are down here, sir, we'll find them. Finally, we are moving out of the swamp and are marching on the city of Oxon. There is no resistance.

NUTE
Excellent.

24 EXT. NABOO SWAMP LAKE - TWILIGHT 24

QUI-GON, OBI-WAN, and JAR JAR run to a murky lake and stop as JAR JAR tries to catch his breath. The TRANSPORTS ARE HEARD in the distance.

QUI-GON
Much farther?

JAR JAR
Wesa goen underwater, okeyday?

QUI-GON and OBI-WAN pull out small capsules from their utility belts that turn into breathing masks.

JAR-JAR
My warning yous. Gungans no liken outlaunders. Don't expict a werm welcome.

OBI-WAN
Don't worry, this has not been our day for warm welcomes.

JAR JAR jumps, does a double somersault with a twist, and dives into the water.

Breath masks on, QUI-GON and OBI-WAN wade in after him.

25 EXT. NABOO LAKE - UNDERWATER 25

QUI-GON and OBI-WAN swim behind JAR JAR, who is very much at home in the water. Down they swim into the murky depths. In the distance the glow of Otoh Gunga, an underwater city made up of large bubbles, becomes more distinct.

GUNGANS in the square scatter when they see the strange JEDI. They approach the strange, art nouveau habitat. JAR JAR swims magically through one of the bubble membranes, which seals behind him. OBI-WAN and QUI-GON follow.

26 INT. OTOH GUNGA - CITY SQUARE 26

Four GUARDS armed with long electro-poles ride two-legged KAADUS into the square. The GUARDS, led by CAPTAIN TARPALS, point their lethal poles at the dripping trio.

JAR JAR
Heyo-dalee, Cap'n Tarpals, Wesa back!

CAPT. TARPALS
Noah again, Jar Jar. Yousa goen tada Bosses. Yousa in big dudu dis time.

CAPT. TARPALS gives JAR JAR a slight zap with his power pole. JAR JAR jumps and moves off, followed by the two Jedi.

JAR JAR
How wude.

27 INT. OTOH GUNGA - HIGH TOWER BOARD ROOM 27

The Bosses' Board Room has bubble walls, with small lighted fish swimming around outside like moving stars. A long circular judge's bench filled with GUNGAN OFFICIALS, dominates the room. OBI-WAN and QUI-GON stand facing BOSS NASS, who sits on a bench higher than the others.

BOSS NASS
...Yousa cannot bees hair. Dis army of Mackineeks up dare tis new weesong!

QUI-GON
That droid army is about to attack the Naboo. We must warn them.

BOSS NASS
Wesa no like da Naboo! Un dey no like uss-ens. Da Naboo tink day so smarty den uss-ens. Day tink day brains so big.

OBI-WAN
After those droids take control of the surface, they will come here and take control of you.

CONTINU

27

27 CONTINUED:

BOSS NASS
No, mesa no tink so. Mesa scant talkie witda Naboo, and no nutten talkie wit outlaunders. Dos mackineeks no comen here! Dey not know of usen.

OBI-WAN
You and the Naboo are a symbiont circle. What happens to one of you will affect the other. You must understand this.

BOSS NASS
Wesa wish no nutten in yousa tings, outlaunder, and wesa no care-n about da Naboo. Wesa only care-n about ussen.

QUI-GON
(waves his hand)
Then speed us on our way.

BOSS NASS
Wesa ganna speed youssaway.

QUI-GON
We need a transport.

BOSS NASS
Wese give yousa una bongo. Now go. Da speedest way tooda Naboo tis goen through da core.

QUI-GON
Thank you for your help. We go in peace.

QUI-GON and OBI-WAN turn to leave.

OBI-WAN
Master, what's a bongo?

QUI-GON
A transport, I hope.

The JEDI notice JAR JAR in chains to one side, waiting to hear his verdict. QUI-GON stops. JAR JAR gives him a forlorn look.

JAR JAR
Daza setten yous up. Goen through da planet core is bad bombin!!

QUI-GON
Thank you, my friend.

JAR JAR
Ahhh...any hep hair would be hot.

JAR JAR's soulful look is counterpointed by a sheepish grin

CONTIN

27 CONTINUED: (2) 27

OBI-WAN
We don't have time, Master.

QUI-GON
Time spent here may help us. Jar Jar here may be of use to us...

OBI-WAN
I sense a loss of focus.

QUI-GON
Be mindful, my young Padawan! Your sensitivity to the living force is not your strength!

OBI-WAN is embarrassed. QUI-GON walks back to BOSS NASS.

QUI-GON
What is to become of Jar Jar Binks here?

BOSS NASS
Binkss brokeen the nocombackie law. Hisen to be pune-ished.

QUI-GON
He has been a great help to us. I hope the punishment will not be too severe.

BOSS NASS
Pounded unto death.

JAR JAR
(grimacing)
Oooooh...Ouch!

OBI-WAN looks concerned. QUI-GON is thinking.

QUI-GON
We need a navigator to get us through the planet's core. I have saved Jar Jar Binks' life. He owes me what you call a life-debt.

BOSS NASS
Binks. Yousa havena liveplay with thisen hisen?

JAR JAR nods and joins the JEDI. QUI-GON waves his hand.

QUI-GON
Your gods demand that his life belongs to me now.

BOSS NASS
Hisen live tis yos, outlaunder. Begone wit him.

CONTIN

27 CONTINUED: (3) 27

JAR JAR
Count mesa outta dis! Better dead here, den deader in da core... Yee guds, whata mese sayin?!

28 INT. FEDERATION BATTLESHIP - BRIDGE 28

NUTE and RUNE stand before a hologram of DARTH SIDIOUS.

NUTE
The invasion is on schedule, My Lord.

DARTH SIDIOUS
Good. I have the Senate bogged down in procedures. By the time this incident comes up for a vote, they will have no choice but to accept your control of the system.

NUTE
The Queen has great faith the Senate will side with her.

DARTH SIDIOUS
Queen Amidala is young and naive. Controlling her will not be difficult. You have done well, Viceroy.

NUTE
Thank you, My Lord.

DARTH SIDIOUS fades away.

RUNE
What about the missing Jedi?

NUTE
No need to report <u>that</u> to him, until we have something to report.

29 EXT. NABOO LAKE - UNDERWATER - SUB (FX) 29

A strange little submarine propels itself away from Otoh Gunga, leaving the glow of the settlement in the distance.

30 INT. SUB COCKPIT - UNDERWATER 30

OBI-WAN, in the co-pilot's seat, guides the craft.

JAR JAR
Dis is nutsen.

OBI-WAN
Master, why do you always drag these pathetic life forms along with us?...

(CONTIN

30

30 CONTINUED:

QUI-GON
He'll be helpful, you'll see.

JAR JAR
Dis time, wesa die'n, hey?

OBI-WAN turns the controls over to JAR JAR.

OBI-WAN
Here, take over.

JAR JAR
Hey, ho? Watt dis?

QUI-GON
You're our navigator.

JAR JAR
Yo dreamen mesa hopen...

QUI-GON
Don't worry, the Force will guide us...

JAR JAR
Ooooh, maxibig..."da Force"... Wellen, dat smells stinkowiff.

JAR JAR veers the craft to the left and turns the lights on. The coral vistas are grand, fantastic, and wondrous.

OBI-WAN
Why were you banished, Jar Jar?

JAR JAR
Tis a longo tale, buta small part wowdabe mesa...ooooh...aaaa...clumsy.

OBI-WAN
They banished you because you're clumsy?

As the little sub glides ever deeper into the planet core, a large dark shape begins to follow.

JAR JAR
Mesa cause-ed mabee one or duey lettal bitty ax-adentes...yud-say boom da gasser, un crash Der Bosses heyblibber...den banished.

Suddenly there is a loud CRASH, and the little craft lurche to one side. QUI-GON looks around and sees a huge, luminou OPEE SEA KILLER has hooked them with its long gooey tongue.

QUI-GON
Full speed ahead.

CONTIN

30 CONTINUED: (2) 30

Instead of full ahead, JAR JAR jams the controls into reverse. The sub flies into the mouth of the creature. CRUNCH! The OPEE SEA KILLER has one wing of the craft in its jaws. Small pieces begin to break off.

JAR JAR
Oooooops.

OBI-WAN
Forward, forward!

JAR JAR
I canna do dis! I canna...

OBI-WAN
I'll take over.

OBI-WAN takes over the controls. There is a loud THUD, SCREECH, and the OPEE SEA KILLER instantly releases the sub from its mouth, and it floats free.

JAR JAR
Wesa free!

QUI-GON
How'd you do that?

OBI-WAN
I'm not sure...

The sub zooms away from certain death, and they see a larger set of jaws, munching on the hapless KILLER. The jaws belong to the incredible SANDO AQUA MONSTER. It is dark. The lights on the tiny sub begin to flicker as they cruise deeper into the gloom.

JAR JAR
Yousa Jedi not all yousa cracked to be.
Oh, oh!

Sparks are flying, and water is leaking into the cabin. The sound of the power drive drops.

OBI-WAN
...we're losing power.

OBI-WAN is working with the sparking wires.

QUI-GON
Stay calm. We're not in trouble yet.

JAR JAR
What yet? Monstairs out dare! Leak'n in here, all'n sink'n, and nooooo power! You nutsen! WHEN YOUSA TINK WESA IN TROUBLE?!!!?

CONTINU

30 CONTINUED: (3) 30

OBI-WAN
Power's back.

The lights flicker on, revealing an ugly COLO CLAW FISH right in front of them.

JAR JAR
Monstair's back!

The large COLO CLAW FISH is surprised and rears back. The sub turns around and speeds away.

JAR JAR
(screaming)
Wesa in trouble now!!

QUI-GON
Relax.

QUI-GON puts his hand on JAR JAR's shoulder. JAR JAR relaxes into a coma.

OBI-WAN
You overdid it, Master. He's out.

The COLO CLAW FISH leaps after the fleeing sub as it shoots out of the tunnel and into the waiting jaws of the SANDO AQUA MONSTER.

OBI-WAN
This is not good!

JAR JAR regains consciousness.

JAR JAR
Wesa dead yet?? Oie Boie!

JAR JAR's eyes bulge, and he faints again. The sub narrowly avoids the deadly teeth of the AQUA MONSTER. The COLO CLAW FISH chasing them isn't so lucky. It is munched in half by the larger predator. The little sub zips away.

QUI-GON
Head for that outcropping.

31 EXT. THEED - MAIN ROAD INTO THEED - DAY (EX) 31

The long columns of the DROID ARMY move down the main road leading to Theed, the Naboo capital.

32 INT. FEDERATION BATTLESHIP - CONFERENCE ROOM 32

RUNE and NUTE stand before a hologram of DARTH SIDIOUS. They are cowering in terror.

DARTH SIDIOUS
...You defy me?!

32 CONTINUED: 32

NUTE
Of course not, My Lord, of course not. It's just that...these Jedi are not easily destroyed...eh. I'm sure they're dead, but we can't confirm it.

DARTH SIDIOUS
If they are alive, they will show themselves...and then I will deal with them myself.

NUTE
Yes, My Lord.

33 INT. NABOO LAKE - UNDERWATER - SUB (FX) 33

The little sub continues to propel itself toward the surface, which is brightly lit.

JAR JAR
Wesa dude it!

34 EXT. THEED - ESTUARY - DAY 34

Paradise. Billowing clouds frame a romantic body of water. There is a LOUD RUSH OF BUBBLES, and a small sub bobs to the surface.

The current in the estuary begins to pull the sub backward into a fast moving river. OBI-WAN switches off the two remaining bubble canopies. QUI-GON stands up to look around. JAR JAR lets out a sigh of relief.

JAR JAR
Dissen good!

QUI-GON
This is not good.

JAR JAR
Dissen berry good.

OBI-WAN stands alongside his master.

OBI-WAN
What is it?

QUI-GON
Get this thing started!

JAR JAR stands and looks back to where they're drifting. He sees they are headed for a huge waterfall.

JAR JAR
What!!?? Oh, no!!

34 CONTINUED: 34

JAR JAR sits and tries to start the engine. The long props behind the sub slowly begin to rotate. JAR JAR frantically struggles with the starter until finally it starts and is able to generate enough power to stop drifting backward in the powerful current, a few feet short of the waterfall. The sub slowly moves forward. OBI-WAN sits down. In the background, QUI-GON takes a cable out of his utility belt.

OBI-WAN
Full throttle!

JAR JAR floors the gas, and the engine coughs and dies. They starting drifting backward. JAR JAR panics.

JAR JAR
Iyiiiyi, wesa gonna die!

QUI-GON throws the thin cable, and it wraps itself around a railing on the shore. The sub pulls the cable taut, and the little craft hangs precariously over the edge of the waterfall.

QUI-GON
Come on...time to get ashore.

OBI-WAN climbs out of the sub and pulls himself along the cable. QUI-GON starts in after him.

QUI-GON
Come on, Jar Jar.

JAR JAR
No, mesa stayin here! Too dangerous out dare!

QUI-GON
Suit yourself, but look out there.

As QUI-GON gets into the water and starts pulling himself along the rope, JAR JAR looks back and sees he is hanging over the waterfall.

JAR JAR
Oie boie...mesa comen. Mesa comen!

JAR JAR starts to come out of the sub. OBI-WAN is on shore and helps to pull QUI-GON out of the water.

OBI-WAN
That was close.

BATTLE DROID 3B3 (O.S.)
Drop your weapons!

The TWO JEDI turn around and see FIVE BATTLE DROIDS standing in front of them, guns down.

CONTINU

34 CONTINUED: (2) 34

JAR JAR climbs up on shore between the JEDI as they move forward to stand in front of the DROIDS. JAR JAR sits on the railing.

QUI-GON
Come on, Jar Jar.

JAR JAR
Mesa no tinken dis safe.

OBI-WAN
Jar Jar, get up here!

JAR JAR
No. Mighty no!

JAR JAR pounds his fist on the railing, breaking loose the cable, which causes the sub to go over the waterfall.

JAR JAR
Oops! Sorry.

BATTLE DROID 3B3
I said drop your weapons.

The JEDI ignite their laser swords, and in a brief flash, all FIVE DROIDS are cut down by the TWO JEDI. They walk forward through the rubble toward the palace. JAR JAR follows and looks back at the mess.

JAR JAR
Whoa!!!

35 EXT. THEED - PALACE - DAY 35

The waterfalls of Theed are sprinkled in the noonday sun.

36 INT. THEED - PALACE THRONE ROOM - DAY 36

QUEEN AMIDALA, SIO BIBBLE, and FOUR OF HER HANDMAIDENS are surrounded by TWENTY DROIDS. CAPTAIN PANAKA and FOUR NABOO GUARDS are held at gunpoint. A hologram of NUTE and RUNE stands in the middle of the room.

AMIDALA
...how do you plan to explain an invasion to the Senate, Viceroy?

NUTE
With your cooperation, Your Highness. We will forge an alliance that will be ratified by the Senate, I'm sure.

AMIDALA
I don't think so, you little coward.

CONTINUED

36 CONTINUED: 36

NUTE
Now, now, Your Highness. You are not going to like what we have in store for your people. In time, their suffering will persuade you to see our point of view.

AMIDALA
Never!

NUTE
Commander.
(OOM-9 steps foward)
Process them.

OOM-9
Yes, sir!
(turns to his sergeant)
Take them to Camp Four.

The SERGEANT marches the GROUP out of the throne room.

37 EXT. PALACE - PLAZA - DAY 37

Queen amidala, her four handmaidens, captain panaka, sio bibble, and four guards are led out of the palace by ten battle droids. The plaza is filled with tanks and battle droids, which they pass on their way to the detention camp.

Suddenly, the BATTLE DROIDS stop the GROUP in a quiet area away from the other Droids. Standing in their way are the two JEDI KNIGHTS, with a very frightened GUNGAN peeking out from behind them.

QUI-GON
Are you Queen Amidala of the Naboo?

AMIDALA
Yes, I am.

QUI-GON
We seek an audience with Your Majesty.

DROID SERGEANT
Clear them away!

FOUR BATTLE DROIDS step forward to escort the JEDI and are instantly cut down. MORE DROIDS move forward and are also cut down by the JEDIS' flashing lightsabers until there are no Droids left.

JAR JAR
Yousa guys bombad!

QUEEN AMIDALA and the OTHERS are amazed. JAR JAR is gettin used to this. They move into an alcove between two buildings.

CONTIN

37 CONTINUED: 37

QUI-GON
Your Highness, we are the Ambassadors for the Supreme Chancellor of the Republic...

AMIDALA
Your negotiations seem to have failed, Ambassador.

QUI-GON
We must make contact with the Republic.

CAPTAIN PANAKA steps forward.

CAPT. PANAKA
They've knocked out all our communications.

QUI-GON
Do you have transports?

CAPT. PANAKA
In the main hangar. This way.

THEY disappear down an alleyway as the ALARMS are sounded.

38 INT. CENTRAL HANGAR - HALLWAY - DAY 38

CAPTAIN PANAKA cracks open a side door to the central hangar. QUI-GON looks in over his shoulder. They see several Naboo spacecraft guarded by about FIFTY BATTLE DROIDS. ALARMS can be heard in the distance.

CAPT. PANAKA
There are too many of them.

QUI-GON
That won't be a problem.
(to Amidala)
Your Highness, under the circumstances, I suggest you come to Coruscant with us.

AMIDALA
Thank you, Ambassador, but my place is here with my people.

QUI-GON
They will kill you if you stay, Your Highness.

AMIDALA
I don't agree. They need me to sign a treaty and make this legal. I don't think they can afford to lose me.

CONTINU

38 CONTINUED: 38

QUI-GON
The situation here is not what it seems. There is something else behind this. There is no logic in the Federation's move. My feelings tell me they will destroy you.

BIBBLE
Please, Your Highness, reconsider. Our only hope is for the Senate to side with us... Senator Palpatine will need your help.

CAPT. PANAKA
Your Highness, this plan is too dangerous. Getting out of here will not be easy.

BIBBLE
I will stay here and do what I can...

QUI-GON
If you are to leave, Your Highness, it must be now.

AMIDALA
We will join you, then.
(to Bibble)
Be careful, Governor, you are important to us all.

39 INT. CENTRAL HANGAR - DAY 39

The door opens to the main hangar. QUI-GON, JAR JAR, CAPTAIN PANAKA, TWO GUARDS and TWO HANDMAIDENS, followed by QUEEN AMIDALA, head for a sleek chrome spacecraft. SIO BIBBLE and the TWO HANDMAIDENS stay behind. The HANDMAIDENS begin to cry as SIO BIBBLE watches them approach the ship.

CAPT. PANAKA
We need to free those pilots.

CAPTAIN PANAKA points to TWENTY GUARDS, GROUND CREW, AND PILOTS held in a corner by SIX BATTLE DROIDS.

OBI-WAN
I'll take care of that.

QUI-GON
I'll get the others to the ship and will meet you.

OBI-WAN heads toward the group of captured pilots. DROIDS surround the group; they leave.

GUARD DROID
Where are you going? What is this?

CONTINUED

39 CONTINUED: 39

QUI-GON
I am the Ambassador for the Supreme Chancellor, and I am taking these people to the Senate.

DROID GUARD
You are not! You're under arrest!

The DROID GUARD draws his weapon, but before any of the DROIDS can fire, they are cut down. OTHER DROIDS run to their aid. OBI-WAN attacks the GUARDS around the PILOTS. QUI-GON stands, fighting off DROIDS as the OTHERS rush on board the spacecraft. OBI-WAN, FOUR FREED PILOTS, and THREE GROUND CREW MEMBERS rush away. The other THREE PILOTS and GUARD rush to SIO SIO BIBBLE. Finally, QUI-GON jumps on board. ALARMS sound. MORE DROIDS rush into the hangar as the ship takes off.

40 EXT. THEED - HANGAR ENTRY - DAY (FX) 40

The ship exits the hangar. BATTLE DROIDS standing in the hangar shoot at them.

41 EXT. SPACE (FX) 41

The sleek spacecraft speeds away from the planet of Naboo and head for the deadly Federation blockade.

42 INT. NABOO SPACECRAFT - COCKPIT 42

The PILOT navigates toward the massive battleship. QUI-GON and CAPTAIN PANAKA watch.

RIC OLIE
...our communications are still jammed.

43 INT. NABOO SPACECRAFT - DROID HOLD 43

JAR JAR is led into a low, cramped doorway by OBI-WAN.

OBI-WAN
Now stay here, and keep out of trouble.

OBI-WAN closes the door.

JAR JAR looks around and sees a long row of five short, dome-topped ASTRO DROIDS (R-2 units). They all look alike, except for their paint color, and they seem to be shut down.

JAR JAR
Ello, boyos.
(no response)
Disa wanna longa trip...hey?

JAR JAR taps a bright red R-2 UNIT on the head, and its head pops up a bit. He lets out a gasp as he lifts the hea

CONTIN

43 CONTINUED: 43

JAR JAR
Tis opens?...Oooops!

Many springs and things come flying out. JAR JAR quickly closes it again, very embarrassed.

JAR JAR
Yoi! Just yoken!

44 EXT. SPACE BATTLE (FX) 44

The Naboo spacecraft heads even closer to the massive Federation battleships. They are surrounded by EXPLOSIONS.

45 INT. NABOO SPACECRAFT - COCKPIT 45

ALARM SOUNDS fill the cockpit as OBI-WAN enters.

PILOT
We should abort, sir. Our deflector shields can't withstand this.

CAPT. PANAKA
Stay on course!

QUI-GON
Do you have a cloaking device?

CAPT. PANAKA
No, we are not a militaristic people...that is why the Federation was brave enough to attack us.

QUI-GON
The Federation uses pulsar tracking. Try spinning the ship...it will make it difficult for them to get a reading.

46 EXT. NABOO SPACECRAFT - SPACE (FX) 46

The ship starts spinning as it races toward the battleship.

47 INT. NABOO SPACECRAFT - DROID HOLD (FX) 47

The lights go on, and all the DROIDS are activated. The spinning doesn't seem to affect them. They rush to an exterior air lock, except for the red one, who runs into a wall. JAR JAR holds on for dear life.

One LITTLE BLUE ASTRO DROID, who is especially dedicated, lets out a loud screech as he passes JAR JAR, causing the Gungan to jump. The LITTLE DROID enters an air lock and is ejected onto the exterior of the ship.

48 EXT. NABOO SPACECRAFT - FEDERATION BATTLESHIP - SPACE (FX

As the DROIDS pop onto the exterior of the Naboo spacecraft; it stops spinning as it races across the surface of the massive battleship.

49 INT. NABOO SPACECRAFT - COCKPIT 49

EVERYONE in the cockpit is pleased as the battleship recedes in the distance.

50 EXT. NABOO SPACECRAFT - ENGINES - SPACE (FX) 50

Federation fighters blow away three ASTRO DROIDS. The BLUE DROID connects some wires, causing sparks to fly.

The lone BLUE DROID finishes his repairs and goes back into the ship. The Naboo spacecraft races away from the Federation fighters.

51 INT. NABOO SPACECRAFT - COCKPIT 51

QUI-GON and CAPTAIN PANAKA stand behind them. OBI-WAN is in the co-pilot's seat working with the PILOT.

PILOT
There's not enough power to get us to Coruscant...the hyperdrive is leaking.

QUI-GON
We'll have to land somewhere to refuel and repair the ship.

QUI-GON studies a star chart on a monitor.

OBI-WAN
Here, Master. Tatooine... It's small, out of the way, poor... The Trade Federation has no presence there.

CAPT. PANAKA
How can you be sure?

QUI-GON
It's controlled by the Hutts...

CAPT. PANAKA
The Hutts??

OBI-WAN
It's risky...but there's no alternative.

CAPT. PANAKA
You can't take Her Royal Highness there! The Hutts are gangsters... If they discovered her...

(CONTIN

51 CONTINUED: 51

QUI-GON
...It would be no different than if we landed on a system controlled by the Federation...except the Hutts aren't looking for her, which gives us an advantage.

CAPTAIN PANAKA takes a deep breath in frustration, then leaves the cockpit.

QUI-GON
Start the sequence to light speed.

The PILOT pulls back on the hyperdrive, and all the stars streak into oblivion.

52 EXT. SPACE - NABOO STARSHIP 52

The Naboo starship streaks into hyperspace.

53 INT. FEDERATION BATTLESHIP - CONFERENCE ROOM 53

NUTE and RUNE sit around a conference table with the hologram of DARTH SIDIOUS.

NUTE
We control all the cities of the Naboo and are searching for any other settlements...

DARTH SIDIOUS
Destroy all the high-ranking officials, Viceroy... slowly... quietly. And Queen Amidala, has she been eliminated?

NUTE
She has disappeared, My Lord. We think she is dead. A Naboo cruiser tried to run the blockade. We think it was destroyed as it went into hyperspace.

DARTH SIDIOUS
That's not good enough, Viceroy. You must find that ship and destroy it.

NUTE
My Lord, it's impossible to locate a ship traveling at light speed.

DARTH SIDIOUS
...not for a Sith...

A hologram of a second SITH LORD appears behind DARTH SIDIOUS.

(CONT'

53

53 CONTINUED:

DARTH SIDIOUS
...Viceroy, this is my apprentice, Lord Maul. He will be joining you on Naboo. I expect you will cooperate with him. He will find your lost ship.

NUTE
Yes, My Lord.

The holograms fade off.

NUTE
This is getting out of hand...so now there are two of them.

RUNE
A Sith Lord here with us?? I told you we should not have made this bargain. What will happen when the Jedi become aware of these Sith Lords?

54 INT. NABOO SPACECRAFT - QUEEN'S CHAMBERS 54

QUI-GON, OBI-WAN, CAPTAIN PANAKA, and the LITTLE BLUE DROID stand before QUEEN AMIDALA and her TWO HANDMAIDENS.

CAPT. PANAKA
...An extremely well put together little Droid. Without a doubt, it saved the ship, as well as our lives.

AMIDALA
It is to be commended...what is its number?

The LITTLE BLUE DROID lets out with a series of beeps. CAPTAIN PANAKA leans over and scrapes some dirt off of the side of the DROID and reads the number:

CAPT. PANAKA
R2-D2, Your Highness.

AMIDALA
Thank you, Artoo Detoo. You have proven to be very loyal...Padmé!

PADMÉ bows before the QUEEN.

AMIDALA (Cont'd)
Clean this droid up the best you can. It deserves our gratitude...
(to Panaka)
Continue, Captain. I assume there is more to this audience than praising a droid.

CAPTAIN PANAKA looks nervously to OBI-WAN and QUI-GON.

CONTI

54 CONTINUED: 54

QUI-GON
Your Majesty, we are heading for a remote planet called Tatooine. It is not part of the Republic and is in a system far beyond the reach of the Trade Federation. There we will be able to make needed repairs, then travel on to Coruscant.

AMIDALA
This Tatooine is dangerous?

CAPT. PANAKA
Yes, Your Highness. It's controlled by a group of gangs called the Hutts. I do not agree with the Jedi on this.

QUI-GON
Trust my judgement, Your Highness.

AMIDALA and PADMÉ exchange looks.

AMIDALA
I trust you.

55 INT. NABOO SPACECRAFT - HALLWAY 55

PADMÉ sits in the hallway, cleaning R2-D2, the brave little Astro Droid. JAR JAR pops his head out of an open door.

JAR JAR
Hidoe!

Both PADMÉ and ARTOO jump and let out a little SCREAM. The Gungan is embarrassed that he frightened them.

JAR JAR
Sorry, no meanen to scare yousa.

PADMÉ
That's all right.

JAR JAR
I scovered oily back dare. Needen it?

PADMÉ
Thank you. This little guy is quite a mess.

JAR JAR hands PADMÉ the oil can.

JAR JAR
Mesa Ja Ja Rinkssss...

PADMÉ
I'm Padmé, I attend Her Highness. You're a Gungan, aren't you?
(more)

(CONT'D

55 CONTINUED: 55

PADMÉ (cont'd)
(Jar Jar nods)
How did you end up here with us?

JAR JAR
I don't know...mesa day startem pitty okeyday witda brisky morning walk in da swamp. Den boom...getten berry skeered, un grabben dat Jedi, and before mesa knowen it...pow! Mesa here...
(he shrugs)
...getten berry berry skeered.

ARTOO BEEPS a sympathetic beep.

56 INT. NABOO SPACECRAFT - COCKPIT 56

OBI-WAN, QUI-GON, and CAPTAIN PANAKA watch over the PILOT'S shoulder as he pushes the controls forward, and the ship comes out of hyperspace in a streak of stars. A large yellow planet appears directly ahead.

OBI-WAN
That's it. Tatooine.

RIC OLIE
There's a settlement...a spaceport, looks like.

QUI-GON
Land near the outskirts. We don't want to attract any attention. And send no transmissions from this ship.

57 EXT. TATOOINE - SPACE (FX) 57

The ship heads toward the planet of Tatooine.

58 EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY (FX) 58

The Naboo spacecraft lands in the desert in a swirl of dust. The spaceport of Mos Espa is seen in the distance.

59 INT. NABOO SPACECRAFT - MAIN AREA 59

OBI-WAN is hoisting a large engine part out of a floor panel with the aid of a droid anti-gravity hoist. JAR JAR rushes up to him and falls to his knees.

JAR JAR
Obi-Wan, sire, Pleeeese, no mesa go!

OBI-WAN
Sorry, my Master's right. You'll make things less obvious.

CONTI

59 CONTINUED: 59

JAR JAR backs to ARTOO in the hallway as QUI-GON (dressed as a farmer) enters the main area.

OBI-WAN
We need a new hyperdrive generator.

QUI-GON moves closer to OBI-WAN and speaks quietly to him.

QUI-GON
I shouldn't be long. Be wary...I sense a disturbance in the force.

OBI-WAN
I feel it also, Master.

QUI-GON goes to the exit ramp.

60 EXT. TATOOINE - DESERT - SPACESHIP - DAY 60

QUI-GON descends the ramp and meets JAR JAR and ARTOO in the wind-swept desert. They start their trek toward the city of Mos Espa. In the distance, a strange looking caravan makes its way toward town.

JAR JAR
Dis sun doen murder ta da skin.

From the spaceship, CAPTAIN PANAKA and PADMÉ run toward the

CAPT. PANAKA
Wait!

QUI-GON stops as they catch up. PADMÉ is dressed in rough peasant's garb.

CAPT. PANAKA
Her Highness commands you to take her handmaiden with you. She wishes her to observe the local...

QUI-GON
No more commands from Her Highness today, Captain. This spaceport is not going to be pleasant...

CAPT. PANAKA
The Queen wishes it. She is curious about this planet. Don't make me go back and tell her you refuse.

PADMÉ
I've been trained in defense...I can take care of myself.

QUI-GON
I don't have time to argue. But let me warn you, this is not a good idea.

61 EXT. MOS ESPA - STREET - DAY 61

The little GROUP walks down the main street of Mos Espa. They pass dangerous looking citizens of all types. PADMÉ looks around in awe at this exotic environment.

QUI-GON
...moisture farms for the most part, but also a few indigenous tribes and scavengers. The few spaceports like this one are havens for those who do not wish to be found...

PADMÉ
...like us.

JAR JAR is in a constant state of panic. ARTOO whistles along, with perfect confidence.

JAR JAR
Dissen berry berry bad.
(steps in ooze)
Ooooh...icky...icky...goo.

62 EXT. MOS ESPA - JUNK DEALER PLAZA - DAY 62

The GROUP comes to a little plaza surrounded by several junk spaceship dealers.

QUI-GON
We'll try one of the smaller dealers.

They head for a little junk shop that has a huge pile of broken spaceships stacked up behind it.

63 INT. WATTO'S JUNK SHOP - DAY 63

OBI-WAN, JAR JAR, PADMÉ, and ARTOO enter the dingy junk shop and are greeted by WATTO, a pudgy blue alien who flies on short little wings like a hummingbird.

WATTO
Hi chuba da nago?

QUI-GON
I need parts for a J-type 327 Nubian.

WATTO
Ah yes, ah yes. Nubian. We have lots of that. What kinda junk?
(subtitled)
Peedunkel! Naba dee unko. (Boy, get in here! Now!)

QUI-GON
I have a readout here.

CONTINU

63 CONTINUED: 63

ARTOO plugs into a small view screen and spits out a long list of beeps and whistles as a disheveled boy, ANAKIN SKYWALKER, runs in from the junk yard. He is about nine years old, very dirty, and dressed in rags. WATTO raises a hand, and ANAKIN flinches.

WATTO
(subtitled)
Coona tee-tocky malia? (What took you so long?)

ANAKIN
(subtitled)
Mel tassa cho-passa... (I was cleaning the bin like you...)

WATTO
(subtitled)
Chut-Chut! Ganda doe wallya. (Never mind! Watch the store.) Me dwana no bata. (I've got some selling to do here.)
(to Obi-Wan)
Soooo, let me take-a thee out back. Ni you'll find what you need.

ARTOO and QUI-GON follow WATTO toward the junk yard, leaving JAR JAR with PADMÉ and the young boy ANAKIN. JAR JAR picks up a gizmo, trying to figure out its purpose. QUI-GON takes the part out of his hand and puts it back.

QUI-GON
Don't touch anything.

JAR JAR makes a rude face to QUI-GON's back and sticks out his long tongue. ANAKIN sits on the counter, pretending to clean a part, staring at PADMÉ. She is the most beautiful creature he has ever seen in his life. He is in awe of her radiance.

PADMÉ is a little embarrassed by his stare, but she musters up an amused smile. Finally, he gets the courage to speak.

ANAKIN
Are you an angel?

PADMÉ
What?

ANAKIN
An angel. I've heard the deep space pilots talk about them. They live on the Moons of Iego, I think. They are the most beautiful creatures in the universe. They are good and kind, and so pretty they make even the most hardened spice pirate cry.

CONTINU

63 CONTINUED: (2) 63

PADMÉ looks at him, not knowing what to say.

PADMÉ
I've never heard of angels.

ANAKIN
You must be one...maybe you just don't know it. You have such strong...energy.

PADMÉ walks over to ANAKIN and laughs nervously.

PADMÉ
You're a funny little boy. How do you know so much?

ANAKIN
I listen to all the traders and pilots who come through here. I'm a pilot, you know, and someday, I'm going to fly away from this place.

PADMÉ
You're a pilot?

ANAKIN
All my life.

PADMÉ
(amused)
Have you been here long?

ANAKIN
Since I was very little, three, I think. My Mom and I were sold to Gardulla the Hutt, but he lost us, betting on the pod races, to Watto here, who's a lot better master than Gardulla, I think.

PADMÉ
You're...a slave?

ANAKIN looks at PADMÉ defiantly.

ANAKIN
I am a person! My name is Anakin.

PADMÉ
I'm sorry. I don't fully understand.
(looking around)
This is a strange world to me.

ANAKIN studies her intently.

ANAKIN
You are a strange girl to me.

CONTINUED

63 CONTINUED: (3) 63

JAR JAR pushes the nose on what appears to be a LITTLE DROID, and it instantly comes to life, grows legs and arms, and starts marching around, knocking over everything. JAR JAR holds on but can't stop it.

ANAKIN
Hit the nose!

JAR JAR hits the nose, and the DROID instantly collapses back into its original state, plopping JAR JAR on the ground. ANAKIN and PADMÉ laugh. ANAKIN watches PADMÉ straighten her hair.

ANAKIN
I'm going to marry you.

PADMÉ starts laughing. JAR JAR rolls his eyes.

ANAKIN
I mean it.

PADMÉ
You are an odd one. Why did you say that?

ANAKIN
I guess because it's true.

PADMÉ
Well, I'm afraid I can't marry you...

ANAKIN
...Anakin.

PADMÉ
Anakin. You're just a little boy.

ANAKIN
I won't always be.

64 EXT. WATTO'S JUNK YARD - BEHIND SHOP - DAY 64

ARTOO has plugged into a small portable monitor, held by QUI-GON, who hands it to WATTO.

WATTO
...Now let me see...a T-14 hyperdrive generator!! You-a in luck, thee! I'm the only one in town who has one...but you-a might as well buy a new ship. It would be cheaper, I think... Saying of which, how's thee going to pay for all this?

QUI-GON
I have 20,000 Republic dataries...

CONTIN

64 CONTINUED: 64

WATTO
Republic credits?!? Republic credits are no good out here. I needa something more real...

QUI-GON
I don't have anything else.
(raising his hand)
But credits will do fine.

WATTO
No they won't'a.

QUI-GON, using his mind power, waves his hand again.

QUI-GON
Credits will do fine.

WATTO
No they won't'a. What, you think you're some kinda Jedi, waving your hand around like that? I'm a Toydarian. Mind tricks don't'a work on me - only money. No money, no parts! No deal! And no one else around here has a T-14 hyperdrive, I promise you that.

65 INT. WATTO'S JUNK SHOP - DAY 65

JAR JAR pulls a part out of a stack of parts to inspect it, and they all come tumbling down. He struggles to catch them, only to knock more down. ANAKIN and PADMÉ are oblivious.

ANAKIN
...wouldn't have lasted long if I weren't so good at fixing things. I'm making my own droid...

QUI-GON hurries into the shop, followed by ARTOO.

QUI-GON
We're leaving.

JAR JAR follows QUI-GON. PADMÉ gives ANAKIN a loving look.

PADMÉ
I'm glad I met you,...

ANAKIN
...Anakin.

PADMÉ
Anakin.

ANAKIN
Anakin Skywalker.

65 CONTINUED: 65

PADMÉ
Padmé Naberrie.

PADMÉ turns, and ANAKIN looks sad as he watches her leave.

ANAKIN
I'm glad I met you too!

WATTO enters from the junk yard, shaking his head.

WATTO
(subtitled)
Ootmians! Tinka me chasa hopoe ma booty na nolia. (Outlanders! They think because we live so far from the center, we don't know nothing.)

ANAKIN
(subtitled)
La lova num botaffa. (They seemed nice to me.)

WATTO
(subtitled)
Fweepa niaga. Tolpa da bunky dunko. (Clean the racks, then you can go home.)

ANAKIN lets out a "yippee" and runs out the back.

66 EXT. MOS ESPA - STREET - ALCOVE - DAY 66

QUI-GON, ARTOO, JAR JAR, and PADMÉ have found a quiet spot between two buildings. The busy street beyond is filled with dangerous looking creatures. OBI-WAN is talking on his comlink, while JAR JAR nervously watches the street.

QUI-GON
...Obi-Wan, you're sure there isn't anything of value left on board?

OBI-WAN (V.O.)
A few containers of supplies, the Queen's jewelry, maybe. Not enough for you to barter with. Not in the amounts you're talking about.

QUI-GON
All right. Another solution will present itself. I'll check back.

QUI-GON puts his comlink away and starts out into the main street. JAR JAR grabs his arm.

JAR JAR
Noah gain...da beings hereabouts cawazy. Wesa be robbed un crunched.

CONTI

66 CONTINUED: 66

QUI-GON
Not likely. We have nothing of value, that's our problem.

67 EXT. MOS ESPA - STREET - MARKET - DAY 67

QUI-GON, PADMÉ, JAR JAR, and ARTOO move out into the street. JAR JAR is walking along the crowded market street behind the others. OBI-WAN, PADMÉ, and ARTOO walk by an outdoor cafe filled with a rough gang of aliens, one of which is especially ugly, SEBULBA, a spider-like creature.

JAR JAR stops for a moment in front of a stall selling dead frogs hanging on a wire. He looks around to see if anyone is looking, then leans over, sticks out his tongue, and gets hold of one, pulling it into his mouth. Unfortunately, the frog is tied tightly to the wire but is elastic enough so that JAR JAR can get its head in his mouth. The vendor suddenly appears.

VENDOR
Hey, that will be seven truguts!!

JAR JAR opens his mouth in surprise, and the frog snaps away, ricochets around the market, and lands in Sebulba's soup, splashing him. As JAR JAR moves away from the VENDOR, SEBULBA jumps up on the table and grabs the hapless Gungan.

SEBULBA
Chuba!!

JAR JAR
Who, mesa??

SEBULBA
Ni chuba na??

SEBULBA holds the frog up to the Gungan threateningly. SEVERAL OTHER CREATURES start to gather. SEBULBA shoves JAR JAR to the ground. The Gungan desperately tries to scramble to safety.

JAR JAR
(to himself)
Why mesa always da one??

ANAKIN (V.O.)
Because you're afraid.

JAR JAR turns to see ANAKIN pushing his way next to him. The boy stands up to SEBULBA in a very self-assured way.

ANAKIN
(subtitled)
Chess ko, Sebulba... Coo wolpa tooney rana. (Careful, Sebulba... This one's very well connected.)

CONTINU

67 CONTINUED: 67

SEBULBA stops his assault on JAR JAR and grabs ANAKIN.

SEBULBA
(subtitled)
Tooney rana nu pratta dunko, shag.
(Connected?? Whada you mean, slave slag?)

ANAKIN
(subtitled)
Oh da Hutt...cha porko oolman geesa...me teesa rodda co pana pee choppa chawa.
(As in Hutt...big time outlander, this one...I'd hate to see you diced before we race again.)

SEBULBA
(subtitled)
Neek me chawa, wermo, mo killee ma klounkee.
(laughs)
(Next time we race, wermo, it will be the end of you!)
Una notu wo shag, me wompity du pom pom.
(If you weren't a slave, I'd squash you right now.)

SEBULBA turns away.

ANAKIN
(subtitled)
Eh, chee bana do mullee ra. (Yeah, it'd be a pity if you had to pay for me.)

QUI-GON, PADMÉ, and ARTOO arrive.

ANAKIN
Hi again! Your buddy here was about to be turned into green goo. He picked a fight with a Dug. An especially dangerous Dug called Sebulba.

JAR JAR
Nosir, nosir. Mesa hate crunchen. Dat's da last ting mesa wanten.

QUI-GON
Nevertheless, the boy is right...you were heading for trouble. Thank you, my young friend.

PADMÉ looks at ANAKIN and smiles; he smiles back. They start walking down the crowded street.

JAR JAR
Mesa doen nutten!

CONTI

67 CONTINUED: (2) 67

ANAKIN
Fear attracts the fearful. He was trying to overcome his fear by squashing you...be less afraid.

PADMÉ
And that works for you.

ANAKIN
To a point.
(he smiles)

68 EXT. MOS ESPA - STREET - FRUIT STAND - DAY 68

ANAKIN and the GROUP stop at a fruit stand run by a jolly, but very poor, old lady named JIRA.

ANAKIN
How are you feeling today, Jira?

JIRA
The heat's never been kind to me, you know, Annie!

ANAKIN
Guess what? I've found that cooling unit I've been searching for. It's pretty beat up, but I'll have it fixed up for you in no time, I promise.

JIRA
You're a fine boy, Annie.

ANAKIN
I'll take four pallies today.
(to Padmé)
You'll like these...

ANAKIN reaches in his pocket and comes up with three coins. He drops one. QUI-GON picks it up, revealing for a moment his lightsaber.

ANAKIN
Whoops, I thought I had more... Make that three, I'm not hungry.

The winds pick up. SHOP OWNERS are starting to close up their shops as JIRA gives them their pallies.

JIRA
Gracious, my bones are aching... storm's coming on, Annie. You'd better get home quick.

ANAKIN
(to Qui-Gon)
Do you have shelter?

CONTIN'

68 CONTINUED: 68

QUI-GON
We'll make it back to our ship.

ANAKIN
Is it far?

PADMÉ
On the outskirts.

ANAKIN
You'll never reach the outskirts in time...sandstorms are very, very dangerous. Come with me. Hurry!

The GROUP follows ANAKIN as he rushes down the windy street.

69 EXT. TATOOINE - DESERT - SPACESHIP - DAY 69

OBI-WAN stands in front of the Naboo spacecraft as the wind picks up and begins to whip at his robe. CAPTAIN PANAKA exits the ship and joins him.

OBI-WAN
This storm's going to slow them down.

CAPT. PANAKA
We'd better seal the ship.

CAPTAIN PANAKA's comlink sounds off.

CAPT. PANAKA (Cont'd)
Yes?

PILOT (V.O.)
We're receiving a message from home.

CAPT. PANAKA
We'll be right there.

70 INT. NABOO SPACECRAFT - QUEEN'S CHAMBERS 70

AMIDALA, EIRTAÉ, PADMÉ, and OBI-WAN watch a very bad transmission of a SIO BIBBLE hologram.

BIBBLE
...cut off all food supplies until you return...the death toll is catastrophic...we must bow to their wishes, Your Highness... Please tell us what to do! If you can hear us, Your Highness, you must help us.

AMIDALA looks upset...almost nervous.

CONTINUE

70 CONTINUED:

OBI-WAN
Send no reply... you must send no transmissions of any kind from this ship...

71 EXT. MOS ESPA - SLAVE QUARTERS - STREET - SANDSTORM -

The wind is blowing hard as QUI-GON, JAR JAR, and PADM follow ANAKIN down the street and into a slave hovel.

72 INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

QUI-GON, JAR JAR, ARTOO, and PADMÉ enter a small livi space.

ANAKIN
Mom! Mom! I'm home.

JAR JAR
Dissen cozy.

Anakin's mother, SHMI SKYWALKER, a warm, friendly wom of forty, enters from her work area and is startled t the room full of people.

SHMI
Oh, my!! Annie, what's this??

ANAKIN
These are my friends, Mom. This is Padmé, and...gee, I don't know any of your names.

QUI-GON
I'm Qui-Gon Jinn, and this is Jar Jar Binks.

ARTOO lets out a little beep.

PADMÉ
...and our droid, Artoo Detoo.

ANAKIN
I'm building a droid. You wanna see?

SHMI
Anakin! Why are they here?

ANAKIN
A sandstorm, Mom. Listen.

The wind HOWLS outside.

QUI-GON
Your son was kind enough to offer us shelter.

72 CONTINUED: 72

ANAKIN
Come on! Let me show you my droid!

ANAKIN leads PADMÉ into the other room. ARTOO follows, beeping all the way. QUI-GON takes five small capsules from his utility belt and hands them to SHMI.

QUI-GON
I have enough food for a meal.

SHMI
Oh, thank you. Thank you so much. I'm sorry if I was abrupt. I'll never get used to Anakin's surprises.

QUI-GON
He's a very special boy.

SHMI looks at him as if he's discovered a secret.

SHMI
Yes, I know.

73 INT. ANAKIN'S HOVEL - BEDROOM - DAY 73

ANAKIN shows off his ANDROID, which is lying on his work bench. There are two eyes in the head; the body, arms, and legs have no outer coverings.

ANAKIN
Isn't he great?! He's not finished yet.

PADMÉ
He's wonderful!

ANAKIN
You really like him? He's a protocol droid...to help Mom. Watch!

ANAKIN pushes a switch, and the DROID lights up and sits up.

THREEPIO
How do you do, I am See-Pee-O, Human Cyborg Relations.

PADMÉ
See-Pee-O? Shouldn't he have a number? All the protocol droids I've ever known have had a number...

ANAKIN
Really?
(he thinks)
What's your favorite number?

PADMÉ
I don't know. Three, I guess.

CONTINUE

73 CONTINUED: 73

ANAKIN
OK...three it is.

ANAKIN grabs an electronic gadget with a handle from his desk, pops it into THREEPIO's head, and ratchets the handle several times to get a desired setting. He pushes a button on the handle, and THREEPIO is jolted several times. He stands up.

THREEPIO
Ooh...ow...eek...aah...oh. How do you do, I am See-Threepio, Human Cyborg Relations. How may I serve you?

PADMÉ
He's perfect.

ARTOO lets out a flurry of beeps and whistles.

THREEPIO
I beg your pardon...what do you mean I'm somewhat naked?

ANAKIN
He's right, Threepio, but won't worry, I will fix that soon, I promise.
(to Padmé)
When the storm is over, I'll show you my racer. I'm building a racer too!

PADMÉ smiles at his enthusiasm.

74 INT. ANAKIN'S HOVEL - MAIN ROOM - DAY 74

QUI-GON listens to his comlink.

OBI-WAN
...the Queen was upset...but absolutely no reply was sent.

QUI-GON
It sounds like bait.

OBI-WAN
For what trap?

QUI-GON
A connection trace...could track anyone listening to the source.

OBI-WAN
That would take a very long time.

QUI-GON
Not for a Jedi.

CONTIN'

74 CONTINUED: 74

OBI-WAN
Either way, we're running out of time.

75 EXT. MOS ESPA - SANDSTORM - DAY 75

The giant sandstorm engulfs the town, including the Naboo spaceship on the outskirts; the city center, where Watto's shop is; and the slave quarters, where drifts of sand begin building up against Anakin's house.

76 INT. ANAKIN'S HOVEL - MAIN ROOM - DAY 76

QUI-GON, ANAKIN, SHMI, JAR JAR, and PADMÉ are seated around a makeshift table, having dinner. A glowing heater is in the background as the wind howls outside. JAR JAR slurps his soup rather loudly. Everyone looks at him. He turns a little brighter red.

SHMI
All slaves have transmitters placed inside their bodies somewhere.

ANAKIN
I've been working on a scanner to try to locate mine, but no luck.

SHMI
Any attempt to escape...

ANAKIN
...and they blow you up...poof!

PADMÉ and JAR JAR are horrified.

JAR JAR
How wude.

PADMÉ
I can't believe there is still slavery in the galaxy. The Republic's anti-slavery laws...

SHMI
The Republic doesn't exist out here...we survive on our own.

An awkward silence. ANAKIN attempts to end the embarrassment.

ANAKIN
Have you ever seen a pod race?

PADMÉ shakes her head no. She notices the concern of SHMI. JAR JAR snatches some food from a bowl at the other end of the table with his tongue. QUI-GON gives him a dirty look.

CONTINU

76 CONTINUED: 76

QUI-GON
They have pod racing on Malastare. Very fast, very dangerous.

ANAKIN
I'm the only human who can do it.

SHMI looks askance at her son.

ANAKIN
Mom, what? I'm not bragging. It's true. Watto says he's never heard of a human doing it.

QUI-GON
You must have Jedi reflexes if you race pods.

ANAKIN smiles. JAR JAR attempts to snare another bit of food from the bowl with his tongue, but QUI-GON, in a flash, grabs it between his thumb and forefinger. JAR JAR is startled.

QUI-GON
Don't do that again.

JAR JAR tries to acknowledge with some silly mumbling. QUI-GON lets go, and it snaps back into JAR JAR's mouth.

ANAKIN
I...I was wondering...something...

QUI-GON
What?

ANAKIN
Well, ahhh...you're a Jedi knight, aren't you?

QUI-GON
What makes you think that?

ANAKIN
I saw your laser sword. In your tunic there...only Jedi knights carry that kind of weapon.

QUI-GON leans back and slowly smiles.

QUI-GON
Perhaps I killed a Jedi and stole it from him.

ANAKIN
I don't think so... No one can kill a Jedi knight.

CONTINU

76 CONTINUED: (2) 76

QUI-GON
I wish that were so...

ANAKIN
I've dreamed I was a Jedi knight. I came back here and freed all the slaves...have you come to free us?

QUI-GON
No, I'm afraid not...

ANAKIN
I think you have...why else would you be here?

QUI-GON thinks for a moment.

OBI-WAN
I can see there's no fooling you...
(leans forward)
You mustn't let anyone know about us...we're on our way to Coruscant, the central system in the Republic on a very important mission, and it must be kept secret.

ANAKIN
Coruscant...wow...how did you end up out here in the outer rim?

PADMÉ
We've had some difficulties. Our ship was damaged, and we're stranded here until we can repair it.

ANAKIN
I can help! I can fix anything!

QUI-GON
I believe you can, but our first job is to acquire the parts we need...

JAR-JAR
Wit no-nutten mula to trade.

PADMÉ
These junk dealers must have a weakness of some kind.

SHMI
Gambling. Everything here revolves around betting on those awful races.

QUI-GON
Pod racing...Greed can be a powerful ally...if it's used properly.

CONTINUED

76 CONTINUED: (3) 76

ANAKIN
I've built a racer! It's the fastest ever... There's a big race tomorrow, on Boonta Eve. You could enter my pod. It's all but finished...

SHMI
Anakin, Settle down. Watto won't...

ANAKIN
Watto doesn't know I've built it.
(to Qui-Gon)
You could make him think it was yours, and you could get him to let me pilot it for you.

QUI-GON looks to SHMI. She is upset.

SHMI
I don't want you to race, Annie... It's awful. I die every time Watto makes you do it.

ANAKIN
But Mom, I love it...and they need help...they're in trouble. The prize money would more than pay for the parts they need.

JAR JAR
Wesa ina pitty bad goo.

OBI-WAN
Your mother's right, but we must get to Coruscant...is there anyone around here friendly to the Republic who might be able to help us?

SHMI shakes her head no.

ANAKIN
We have to help them, Mom...you tell me that the biggest problem in the universe is no one helps each other...

SHMI
Anakin, don't...

JAR JAR belches. There is silence for a moment as they eat.

PADMÉ
We don't want to put your son in danger. We will find another way...

CONTINUED

76 CONTINUED: (4) 76

SHMI
No, Annie's right, there is no other way...I may not like it, but he can help you...he was meant to help you.

ANAKIN
Is that a yes? That is a yes!

The storm continues to rage outside the slave hovel.

77 EXT. CORUSCANT - BALCONY OVERLOOKING CITY - DAY 77

DARTH SIDIOUS and a hologram of DARTH MAUL look out over the vast city.

DARTH MAUL
Tatooine is sparsely populated. If the trace was correct, I will find them quickly, Master.

DARTH SIDIOUS
Remember, you must dispense with the Queen and these meddling Jedi. Move against the Jedi first...you will then have no difficulty with the Queen.

DARTH MAUL
At last we will reveal ourselves to the Jedi.

DARTH SIDIOUS
Everything is going as planned. It is too late for them to stop us now. The Republic will soon be in my control.

The hologram of DARTH MAUL fades off as DARTH SIDIOUS looks out over the city.

78 EXT. MOS ESPA - JUNK DEALER PLAZA - DAY 78

The storm has passed. VENDORS and STREET PEOPLE clean up the mess and rebuild their food stalls. JAR JAR sits on a box in front of Watto's parts shop, watching all the activity with growing nervousness. ARTOO is standing next to him. PADMÉ stops QUI-GON as he is about to enter the shop.

PADMÉ
Are you sure about this? Trusting our fate to a boy we hardly know. The Queen will not approve.

QUI-GON
The Queen does not need to know.

PADMÉ
I don't approve.

78 CONTINUED: 78

QUI-GON turns and starts into the shop.

79 INT. WATTO'S JUNK SHOP - DAY 79

WATTO and ANAKIN are in the middle of an animated discussion in Huttese. QUI-GON walks in, and WATTO and ANAKIN join him

WATTO
The boy tells me you wanta sponsor him inda race. You can't afford parts. How can you do this? Not on Republic credits, I think (he laughs).

QUI-GON
My ship will be the entry fee.

QUI-GON pulls a small object that looks like a watch out of his pocket, and a hologram of the Naboo spacecraft appears about a foot long in front of WATTO. He studies it.

WATTO
Not bad...not bad...a Nubian.

QUI-GON
It's in good order, except for the parts we need.

WATTO
...but what would the boy ride? He smashed up my pod in the last race. It will take some long time to fix it.

ANAKIN is embarrassed and steps forward.

ANAKIN
Ahhhh...it wasn't my fault really...Sebulba flashed me with his vent ports. I actually saved the pod...mostly.

WATTO
(laughing)
That you did. The boy is good, no doubts there.

QUI-GON
I have...acquired a pod in a game of chance. "The fastest ever built."

WATTO
I hope you didn't kill anyone I know for it.
(laughs)
So, you supply the pod and the entry fee; I supply the boy. We split the winnings fifty-fifty, I think.

CONTINU

79 CONTINUED: 79

QUI-GON
Fifty-fifty!?! If it's going to be fifty-fifty, I suggest you front the cash for the entry. If we win, you keep all the winnings, minus the cost of the parts I need... If we lose, you keep my ship.

WATTO thinks about this. ANAKIN tries not to be nervous.

QUI-GON
Either way, you win.

WATTO
Deal!
(Huttese, subtitled)
Your friend is a foolish one, methinks.

80 INT. NABOO SPACECRAFT - COCKPIT 80

OBI-WAN sits in the Naboo spacecraft cockpit, speaking into his comlink.

OBI-WAN
What if this plan fails, Master? We could be stuck here for a long time.

QUI-GON (V.O.)
A ship without a power supply will not get us anywhere, and there is something about this boy...

81 EXT. MOS ESPA - SLAVE QUARTERS - PORCH - DAY 81

QUI-GON puts the comlink away as SHMI comes onto the porch.

PADMÉ, ANAKIN, JAR JAR, and ARTOO work on the engines of the pod racer in the courtyard below.

QUI-GON
You should be proud of your son. He gives without any thought of reward.

SHMI
He knows nothing of greed. He has...

QUI-GON
He has special powers.

SHMI
Yes...

QUI-GON
He can see things before they happen. That's why he appears to have such quick reflexes. It is a Jedi trait.

CONTINUED

81 CONTINUED: 81

SHMI
He deserves better than a slave's life.

QUI-GON
The Force is unusually strong with him, that much is clear.

SHMI
Can you help him?

QUI-GON
No... Had he been born in the Republic, we would have identified him early, and he would have become a Jedi, no doubt...he has the way. But it's too late for him now.

82 EXT. MOS ESPA - SLAVE QUARTERS - BACK YARD - DAY 82

KITSTER (a young boy about Anakin's age), SEEK (a boy of twelve), AMEE (a girl of six), and WALD (a strange creature with big eyes and a long nose, about six years old) join ANAKIN, JAR JAR, ARTOO, and PADMÉ securing some wiring on the afterburner.

ANAKIN
Padmé and Jar Jar, this is my best friend Kitster, and Seek, Amee, and Wald.

ALL whistle, hoot, and speak a greeting.

KITSTER
Wow, a real Astro Droid...how'd you get so lucky?

ANAKIN
That isn't the half of it. I'm entered in the Boonta Race tomorrow!

KITSTER
What? With this??

WALD
(in Huttese)
You are such a joke, Annie.

AMEE
That thing's never going to run.

SEEK
Come on, let's go play ball. Keep it up, Annie, and you're gonna be bug squash.

SEEK, WALD, and AMEE take off, laughing. JAR JAR is fiddling with one of the energy binder plates.

CONTINU

82 CONTINUED: 82

ANAKIN
Hey! Jar Jar! Stay away from those energy binders...

JAR JAR
Who, mesa?

ANAKIN
If your hand gets caught in the beam, it will go numb for hours.

JAR JAR peeks at the energy plate; it makes a little electronic pop, and he jumps back.

KITSTER
But you don't even know if this thing will run.

ANAKIN
It will.

QUI-GON approaches the GROUP and gives ANAKIN a small battery.

QUI-GON
I think it's time we found out. Use this power charge.

ANAKIN
Yes, sir!!

ANAKIN jumps into the little capsule behind the two giant engines. He puts the power pack into the dashboard. EVERYONE backs away. The engines ignite with a ROAR. EVERYONE cheers.

83 EXT. MOS ESPA - SLAVE QUARTERS - PORCH - DAY 83

SHMI, watching from the porch, smiles sadly.

84 EXT. TATOOINE - DESERT MESA - TWILIGHT 84

The sinister looking Sith spacecraft lands on top of a desert mesa at dusk, scattering a herd of Banthas. DARTH MAUL walks to the edge of the mesa and studies the landscape with a pair of electro-binoculars. He picks out the lights of three different cities in the distance, then pushes buttons on an electronic armband he is wearing.

Six football-sized PROBE DROIDS float out of the ship and head off in three different directions toward the cities. DARTH MAUL stands on the mesa and watches them through his electro-binoculars.

85 EXT. MOS ESPA - SLAVE QUARTERS - PORCH - SUNRISE 85

Padmé exits the hovel.

86 EXT. MOS ESPA - SLAVE QUARTERS - BACK YARD - SUNRISE 86

As the twin suns rise, ARTOO is busy painting the pod of the racer. ANAKIN is asleep. PADMÉ passes ARTOO.

PADMÉ
I hope you're about finished.

ARTOO whistles a positive reply. PADMÉ sees KITSTER riding toward them on an EOPIE, a strange camel-like creature. He is leading a second EOPIE behind him. PADMÉ goes over to ANAKIN. He looks very vulnerable as he sleeps. She watches him, then touches him on the cheek. ANAKIN wakes up, yawns, and looks at her, a little puzzled.

ANAKIN
You were in my dream...you were leading a huge army into battle.

PADMÉ
I hope not; I hate fighting. Your mother wants you to come in and clean up. We have to leave soon.

ANAKIN stands up and stretches just as KITSTER arrive.

ANAKIN
Hook 'em up, Kitster.
(to Padmé)
I won't be long. Where's Qui-Gon?

PADMÉ
He and Jar Jar left already. They're meeting with Watto at the arena.

RACE CREWS mill about.

87 INT. MOS ESPA - ARENA - MAIN HANGAR - DAY 87

The hangar is a large building with a dozen or so pods being readied for the race. ALIEN CREWS and PILOTS rush about, making last minute fixes on their vehicles. WATTO, QUI-GON, and JAR JAR walk through the activity.

WATTO
...I want to see your spaceship the moment the race is over.

QUI-GON
Patience, my blue friend. You'll have your winnings before the suns set, and we'll be far away from here.

WATTO
Not if your ship belongs to me, I think... I warn you, no funny business.

QUI-GON
You don't think Anakin will win?

CONTINUED

87 CONTINUED: 87

WATTO stops before an orange racer. Sitting to one side, having his neck and shoulders massaged, is SEBULBA.

WATTO
Don't get my wrongo. I have great faith in the boy. He's a credit to your race, but Sebulba there is going to win, I think.

QUI-GON
Why?

WATTO
He always wins.
(laughs)
I'm betting heavily on Sebulba.

QUI-GON
I'll take that bet.

WATTO
(suddenly stops laughin)
What??!! What do you mean?

QUI-GON
I'll wager my new racing pod against...say...the boy and his mother.

WATTO
A pod for slaves. I don't think so... well, perhaps. Just one...the mother, maybe...the boy isn't for sale.

QUI-GON
Not Anakin???

WATTO shakes his head.

QUI-GON
For the fastest pod ever built?!

WATTO shakes his head again.

QUI-GON
Both, or no bet.

WATTO
No pod's worth two slaves...not by a long shot...one slave or nothing.

QUI-GON
The boy, then...

WATTO pulls out a small white cube from his pocket.

CONTINUE

87 CONTINUED: (2) 87

WATTO
We'll let fate decide. Blue it's the boy, red his mother...

WATTO tosses the cube down. QUI-GON lifts his hand slightly; it turns blue. QUI-GON smiles. WATTO is angry.

WATTO
You won the small toss, outlander, but you won't win the race.

ANAKIN and PADMÉ enter the hangar on one of the EOPIES, pulling an engine. KITSTER, on the other EOPIE, is pulling another engine. ARTOO trundles behind, pulling the pod with SHMI sitting in it. WATTO passes ANAKIN as he leaves.

WATTO
(subtitled)
Bonapa keesa pateeso, o wanna meetee chobodd. (Better stop your friend's betting, or I'll end up owning him, too.)

WATTO walks off, laughing.

ANAKIN
What did he mean by that?

QUI-GON
I'll tell you later.

KITSTER
This is so wizard! I'm sure you'll do it this time, Annie.

PADMÉ
Do what?

KITSTER
Finish the race, of course!

PADMÉ
You've never won a race?

ANAKIN
Well...not exactly...

PADMÉ
Not even finished?!

ANAKIN looks sheepish.

ANAKIN
...but Kitster's right, I will this time.

QUI-GON
Of course you will.

88 EXT. MOS ESPA - STREET - DAY 88

One of Darth Maul's PROBE DROIDS slowly floats down the main street of Tatooine. It looks in shops and studies PEOPLE as it searches for OBI-WAN, QUI-GON, or the QUEEN.

89 EXT. MOS ESPA - DESERT RACE ARENA - DAY 89

An EXTREME HIGH WIDE ANGLE reveals a vast arena in the Tatooine desert. A large semi-circle amphitheater that holds at least a hundred thousand people dominates the landscape. Large viewing platforms loom over the racetrack.

On the left side of the tracks across from the grandstands, a line of pod racers emerges from the large hangar, surrounded by several CREW MEMBERS. Pods are pulled by a wide variety of CREATURES and are led by aliens carrying flags. The PILOTS stand facing the royal box.

90 EXT. MOS ESPA - ARENA - GRANDSTAND - DAY 90

Colorful canopies shade some of the SPECTATORS. VENDORS sell barbecued creature parts and colorful drinks.

91 EXT. MOS ESPA - ARENA - ROYAL BOX - DAY (FX) 91

All the PILOTS bow from the waist as JABBA THE HUTT enters the box and waves to the crowd. The crowd ROARS. SEVERAL OTHER SLUG-LIKE HUTTS follow, along with humans and aliens. Several SLAVE GIRLS on a chain are led alongside JABBA.

JABBA
(subtitled)
Chowbaso! Tam ka chee Boonta rulee ya, kee madda hodrudda du wundee. (Welcome! To celebrate the conclusion of the Boonta festivities, we have contestants from the far reaches of the galaxy.) Sebulba tuta Malastare...

92 EXT. MOS ESPA - ARENA - STARTING GRID - DAY 92

SEBULBA, who is right next to ANAKIN, stands and waves to his fans. A small pep band plays as his fans wave and cheer

KITSTER attaches the giant engines to Anakin's pod with a long cable. SHMI gives ANAKIN a big hug and kiss. She looks him right in the eye.

SHMI
Be safe.

ANAKIN
I will, Mom. I promise.

ANAKIN makes sure the cable hitches are secure.

CONTINU

92 CONTINUED: 92

JABBA
(subtitled)
...Mawhonic tuta Hok, Teemto Pagalies tuta Moonus Mandel, Anakin Skywalker tuta Tatooine...

The CROWD YELLS, ANAKIN jumps onto his pod engine and waves as JABBA continues with his introductions in the background. SEBULBA moves over to one of Anakin's engines. KITSTER and JAR JAR unhitch the EOPIES from the pod, and KITSTER leads them away. ARTOO beeps that everything is OK. JAR JAR pats ANAKIN on the back.

JAR JAR
Dis berry loony, Annie. May da guds be kind, mesa palo.

PADMÉ comes up and gives ANAKIN a little kiss on the cheek. SEBULBA bangs on a part protruding from Anakin's engine. He looks around to see if anyone has noticed.

PADMÉ
You carry all our hopes.

ANAKIN
I won't let you down.

PADMÉ moves away as SEBULBA edges his way next to ANAKIN and gives him a sinister grin.

SEBULBA
(subtitled)
Bazda wahota, shag. Yóka to Bantha poodoo. (You won't walk away from this one, slave scum! You're Bantha poodoo.)

ANAKIN
(subtitled)
Cha skrunee da pat, sleemo. (Don't count on it, slime-ball.)

ANAKIN looks the evil SEBULBA in the eye with a cold stare. QUI-GON approaches, and SEBULBA backs off toward his racer.

JABBA
(subtitled)
...Kaa bazza kundee hodrudda! (...let the challenge begin!)

The CROWD lets out a LOUD CHEER. QUI-GON helps ANAKIN into his pod. The boy straps himself into the tiny racer.

CONTINU

92 CONTINUED: (2) 92

QUI-GON
Are you all set, Annie?
(Anakin nods)
Remember, concentrate on the moment. Feel. Don't think. Trust your instincts.
(he smiles)
May the Force be with you.

QUI-GON steps away as ANAKIN puts on his goggles.

ANAKIN flips a switch, and his engine starts. The incredible ROAR of high-powered engines igniting echoes throughout the arena. One driver, **ODY MISTURALL**, yells at a droid (DUM-4) to get away from the front of his engine. The crowd grows tense.

93 EXT. MOS ESPA - ARENA - VIEWING PLATFORM - DAY 93

SHMI looks nervously to QUI-GON as he enters a viewing platform. PADMÉ and JAR JAR are already on board. The platform rises like an elevator.

SHMI
Is he nervous?

QUI-GON
He's fine.

PADMÉ
You Jedi are far too reckless. The Queen...

QUI-GON
The Queen trusts my judgment, young handmaiden. You should too.

PADMÉ
You assume too much.

94 EXT. MOS ESPA - ARENA - STARTING GRID - DAY 94

The giant power-house engines torque as the PILOTS gun them. The PILOTS flip switches, and powerful energy binders shoot between the engines. Aliens carrying large flags move off the track. JAR JAR covers his eyes.

JAR JAR
Mesa no watch. Dissen ganna be messy!

The earth-pounding ROAR of the engines revving is deafening. On a bridge over the track, a great green light at the center flashes. The pods shoot forward with a high-pitched scream.

CONTINU

94 CONTINUED: 94

Anakin's engine floods and coughs - then dies. All the other pods except one swerve around him and disappear down the track. The slave boy struggles to get his racer restarted.

PADMÉ and JAR JAR are very disappointed with ANAKIN. QUI-GON puts his arm around a worried looking SHMI, to comfort her. Finally, Anakin's engines ignite. He zooms away after the receding pack of competitors, leaving one quadra-pod racer still trying to get started.

95 INT. MOS ESPA - ARENA ANNOUNCER'S BOX - DAY (FX) 95

A two-headed ANNOUNCER describes the race as it progresses.

96 EXT. MOS ESPA - RACETRACK - DAY (FX) 96

The pods fly across the desert. SEBULBA is running neck and neck with MAWHONIC. They round the first turn in the track, side by side. SEBULBA drives his pod into his rival, forcing him into the wall of a large rock formation. MAWHONIC crashes in a spectacular display of fire and smoke.

ANAKIN is much faster than the back-end stragglers and passes them easily.

One of the drivers, GASGANO, won't let ANAKIN by. ANAKIN tries to pass him on one side and is cut off. He then tries to pass him on the other side and is cut off. As they come up on a cliff dropoff, ANAKIN backs off, then guns it as GASGANO goes over the cliff. ANAKIN accelerates so fast that he sails right over the top of GASGANO and speeds away.

97 EXT. MOS ESPA - ARENA - VIEWING PLATFORM - DAY 97

JABBA THE HUTT and the crowd watch the progress of the race on small, hand-held view screens. JAR JAR is looking over the shoulder of a strange alien named FANTA.

JAR JAR
Where's Skywalker?

FANTA moves the view screen out of Jar Jar's view. PADMÉ, SHMI, and QUI-GON watch another screen and look worried. ARTOO, down in the pits with KITSTER, lets out a worried sigh. The driver of the quadra-pod looks worried.

98 EXT. MOS ESPA - RACETRACK - DAY (FX) 98

ANAKIN is powering around corners and over hills and cliffs, passing other racers right and left. SEBULBA is in the lead. He is being challenged by another racer, XELBREE. SEBULBA slows a little, and as XELBREE pulls alongside, he opens a side vent on the racer's engine and the exhaust starts to cut through the alien's engine. The blast cuts along the engine until finally it EXPLODES. SEBULBA deftly veers away.

CONTINUED

98 CONTINUED: 98

ANAKIN works his way through a dense mass of racers as they zoom over a dune sea, kicking up dust. His pod shakes violently as he goes over a jump. ONE OF THE POD RACERS, ODY, catches one of his engines in the sand, and the whole thing EXPLODES.

QUI-GON sits quietly, meditating. PADMÉ and SHMI search the landscape for any sign of the racers. JAR JAR is still annoying FANTA for information. The crowd SCREAMS. WATTO is laughing with his friends, confident in Anakin's defeat.

The quadra-pod engines start just as the racers come around the corner. The DRIVER, WAN SANDAGE, puts it in gear, and the four engines go off in all directions, EXPLODING in a spectacular display. The pod drops to the ground as SEBULBA enters the arena, closely followed by all the OTHER RACERS. KITSTER strains to see as ARTOO beeps excitedly.

QUI-GON, PADMÉ, SHMI, and JAR JAR yell for joy as ANAKIN passes. JAR JAR is very nervous and pounds on the back of his alien neighbor, FANTA.

JAR JAR
What gooie-on?

FANTA
Bug off.

Lap two. SEBULBA and the pack race past the main arena. The crowd stands and YELLS as the pods scream off into the distance. QUI-GON and PADMÉ look worried.

JAR JAR
He musta crash-ed.

PADMÉ
Here he comes!

99 EXT. MOS ESPA - ARENA - PIT AREA - DAY 99

ARTOO lets out an excited whistle, as KITSTER yells.

100 EXT. MOS ESPA - RACETRACK - DAY (FX) 100

Sure enough, coming around the bend is ANAKIN, quickly gaining on the pack. The crowd goes wild.

ANAKIN continues to gain on the pack in the second lap. Tension for SHMI and PADMÉ is unbearable. As ANAKIN races through the arena for the beginning of the third lap, he is only four or five racers away from the leader, SEBULBA.

BOZZIE stops in the pits. Droids work on his engines. DUM-4 stands in front of the engine and is sucked in, causing the engine to die. DUM-4 is spit out the back of the engine, very bent up. The engine lets out one final wheeze, then EXPLODES in a puff of smoke.

CONTIN

100 CONTINUED: 100

BOZZIE
Droids!

In the third lap, TERTER is getting close to SEBULBA, who purposely breaks a small part off his pod, sending it into Terter's engine, causing him to veer into ANAKIN, and unhooks one of the main straps on Anakin's engines that links the pod to his engines.

ANAKIN struggles to keep control of the little pod. It whips about wildly. As the pod swings near the broken engine strap, ANAKIN grabs for it. Finally, he catches the strap and manages to rehook it to the pod.

SEBULBA cuts the engine of OBITOKI with his side exhaust, and the racer crashes in a cloud of dust. A THIRD RACER, HABBA, flies into the cloud of dust and crashes into the OBITOKI. ANAKIN rounds a corner and heads into the cloud of smoke. He hits a part of one of the engines but regains control.

ANAKIN finally catches up with SEBULBA, and run neck and neck over the rough terrain. JAR JAR, QUI-GON, SHMI, and PADMÉ all SCREAM as ANAKIN comes through the arena. The lights in the tower indicate that this is the fourth and last lap. WATTO begins to worry.

SEBULBA uses his side exhaust port to try to cut through Anakin's engines. ANAKIN manages to avoid having his engine disabled. On a tight corner, ANAKIN dives to the inside and takes the lead. SEBULBA is furious. He stays right on Anakin's tail, crowding him and pushing him through the turns.

SEBULBA pushes ANAKIN harder, and the young boy has a difficult time keeping control. One of the parts on Anakin's engines begins to shake loose. ANAKIN sees it and switches over to an auxiliary system. While he is trying to accomplish this maneuver, SEBULBA races past him.

ANAKIN tries to get around SEBULBA, to no avail. Every move ANAKIN makes, SEBULBA is able to block. Finally, ANAKIN fakes a move to the inside as he usually does, then tries to go around SEBULBA on the outside. They race side by side down the final stretch of the track.

SEBULBA veers toward ANAKIN and bangs into his pod. He crashes into ANAKIN over and over. The young boy struggles to maintain control as the steering rods on the two pods become hooked together. SEBULA laughs at ANAKIN.

As they head for the final stretch, ANAKIN fights to unlock the steering rods by trying to pull away from SEBULBA. The strain on the steering rods is tremendous. Suddenly, ANAKIN's steering arm breaks, and his pod starts spinning.

CONTIN

100 CONTINUED: (2) 100

The release of tension sends SEBULBA into an ancient statue. One engine EXPLODES, then the other. SEBULBA skids through the fireballs, blackened, but unhurt. He slides to a smoking stop, gets out of his racer, and throws what's left of a shifter arm on the ground. Suddenly he realizes his pants are on fire, and he struggles to put them out.

ANAKIN flies through the EXPLOSION as the crowd stands, CHEERING. PADMÉ and JAR JAR jump up and down with excitement, PADMÉ screaming for joy. ARTOO and KITSTER whistle hysterically. QUI-GON and SHMI smile. ANAKIN races over the finish line, the winner.

As ANAKIN stops the pod racer, KITSTER runs up, and they embrace. Hundreds of SPECTATORS join them and put ANAKIN on their shoulders, marching off, CHEERING AND CHANTING. DARTH MAUL'S PROBE DROIDS move through the crowd.

101 INT. MOS ESPA - ARENA - PRIVATE BOX - DAY 101

Several ALIENS leave Watto's box, laughing and counting their money. WATTO sees QUI-GON standing in the doorway.

WATTO
You! You swindled me! You knew the boy was going to win! Somehow you knew it! I lost everything.

WATTO flies up to QUI-GON and puts his face right up against QUI-GON's. QUI-GON simply smiles.

QUI-GON
Whenever you gamble, my friend, eventually you'll lose. Bring the parts to the main hangar. I'll come by your shop later so you can release the boy.

WATTO
You can't have him! It wasn't a fair bet!

QUI-GON
Would you like to discuss it with the Hutts...I'm sure they can settle this.

WATTO
No, no! I want no more of your tricks! Take him!

The SITH PROBE DROID watches this with great interest.

102 INT. MOS ESPA - ARENA - MAIN HANGAR - DAY 102

The main hangar is almost deserted as RACERS depart. A few DROIDS haul in wreckage from the race. QUI-GON wipes some blood off of Anakin's arm with a small patch.

CONTINU

102 CONTINUED: 102

QUI-GON
There, good as new.

QUI-GON carefully puts the patch in his pocket.

JAR JAR gives ANAKIN a great hug, then PADMÉ gives him a hug, then SHMI.

ANAKIN
Ah, gee...enough of this...

SHMI
It's so wonderful, Annie. You have brought hope to those who have none. I'm so very proud of you...

PADMÉ
We owe you everything.

ANAKIN
Just feeling this good was worth it.

In the background, QUI-GON has harnessed the EOPIES to containers full of parts.

QUI-GON
Padmé, Jar Jar, let's go, we've got to get these parts back to the ship.

The GROUP walks over to QUI-GON and the EOPIES.

ANAKIN
Good-bye, Padmé.

ANAKIN gives her a little kiss on the cheek. She smiles. JAR JAR grabs ANAKIN's hand and starts shaking it.

JAR JAR
Byen, mese palo. Yousa one bomblaster boyo.

ANAKIN
Take care of yourself, Jar Jar.

PADMÉ climbs on behind QUI-GON. JAR JAR swings up onto the second EOPIE, only to slowly slide off the other side. ARTOO whistles. ANAKIN and SHMI wave as they ride off.

QUI-GON
I'll return the Eopies by midday.

103 EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY 103

ARTOO cruises ahead of QUI-GON and PADMÉ, who are riding one of the strange EOPIES; JAR JAR rides the other. They stop in front of the sleek Naboo spacecraft. OBI-WAN comes out of the ship and joins them.

CONTINU

103 CONTINUED: 103

QUI-GON
Start integrating these parts into the ship. I'm going back...some unfinished business. I won't be long.

OBI-WAN
Another passenger?

QUI-GON
The boy who's responsible for getting us those parts. Run a midi-chlorian test on this.

QUI-GON tosses OBI-WAN the patch with blood on it.

On a far hill overlooking the Naboo spacecraft, the SITH PROBE DROID turns and speeds away.

104 EXT. TATOOINE - STREET - SLAVE QUARTERS - DAY 104

ANAKIN and SEEK are rolling around on the ground, fighting. About A DOZEN OR SO KIDS are standing around them, yelling. Suddenly, a long shadow is cast over the TWO BOYS; they stop fighting and look up. QUI-GON is towering over them. KITSTER is with him.

QUI-GON
What's the problem?

ANAKIN
He hit me.

QUI-GON
And...?

ANAKIN
And it made me angry, so I hit him.

QUI-GON
Were you friends?

ANAKIN AND SEEK
No!

QUI-GON
So now you're friends.

ANAKIN AND SEEK
No!

QUI-GON
Then your fighting didn't solve anything, did it? Inflicting pain is not an effective agent for change... come on.

ANAKIN and QUI-GON walk off toward ANAKIN's hovel. SEEK is left standing in the street scratching his head.

105 INT. ANAKIN'S HOVEL - MAIN ROOM - DAY 105

SHMI is cleaning up as ANAKIN bursts through the door, followed by QUI-GON.

ANAKIN
Mom, he's back!! He sold the pod. Look at all the money we have!

ANAKIN pulls a bag of coins out of his pocket.

SHMI
Oh, my goodness. That's wonderful.

QUI-GON
And Anakin has been freed.

ANAKIN
What?!?

QUI-GON
You're no longer a slave.

ANAKIN jumps for joy! SHMI is stunned.

ANAKIN
(to Shmi)
Did you hear that, Mom?
(to Qui-Gon)
Was that part of the prize, or what?

QUI-GON
Let's just say Watto has learned an important lesson about gambling.

SHMI
Now you can make your dreams come true, Annie. You're free!
(turns to Qui-Gon)
Is he to become a Jedi?

QUI-GON
I am mindful of coincidence here. Nothing happens by accident. He is strong with the Force, but he may not be accepted by the Council.

ANAKIN
A Jedi! Mighty blasters, you mean I get to go with you in your starship and everything?!

QUI-GON kneels down to the boy.

QUI-GON
Anakin, training to be a Jedi will not be an easy challenge. And if you succeed, it will be a hard life.

CONTINUED

105 CONTINUED: 105

ANAKIN
But it's what I want. What I've always dreamed about. Can I go, Mom?!

QUI-GON
This path has been placed before you, Annie; the choice to take it is yours alone.

ANAKIN thinks for a moment, then looks to his mother, then to QUI-GON.

ANAKIN
I want to go.

QUI-GON
Then, pack your things. We haven't much time.

ANAKIN
Yippee!!

ANAKIN hugs his mom and starts for the other room, then stops. SHMI and QUI-GON give each other a knowing look. ANAKIN has realized something.

ANAKIN (Cont'd)
What about Mom? Is she free too? You're coming, aren't you, Mom?

QUI-GON
I tried to free your mother, Annie, but Watto wouldn't have it.

ANAKIN
But the money from selling...

QUI-GON
It's not nearly enough.

SHMI comes over to her son and sits next to him. Taking both of his hands in hers, she draws him close.

SHMI
Son, my place is here. My future is here. It is time for you to let go...to let go of me. I cannot go with you.

ANAKIN
But, Watto's angry, Mom. You're in danger. I can't leave you.

SHMI
You're also in danger, Annie. I will be fine...you will be fine. We must each find our own way.

CONTIN

105 CONTINUED: (2) 105

ANAKIN
I want to stay with you. I don't want things to change.

SHMI
You can't stop change any more than you can stop the sun from setting. Listen to your feelings; you know what's right.

ANAKIN takes a deep breath, drops his head. QUI-GON and SHMI exchange a look of concern. When ANAKIN raises up, there are tears in his eyes.

ANAKIN
I'm going to miss you so much, Mom...

SHMI
I'm going to miss you, too, Annie. I love you so much...now hurry.

ANAKIN and SHMI hug. ANAKIN runs into the other room to pack. SHMI stands and takes QUI-GON's hand.

SHMI
Thank you.

QUI-GON
I will watch after him. You have my word. Will you be all right?

SHMI
I'll be all right. He was in my life for such a short time.

106 INT. ANAKIN'S HOVEL - SECOND ROOM - DAY 106

ANAKIN has thrown the last of his things in a small backpack. As he leaves, he stops and pushes the button that wakes his droid up. THREEPIO stares at him blankly.

ANAKIN
Well, Threepio, I'm free...and I'm going away...in a starship...

THREEPIO
Master Annie, you are my maker, and I wish you well. Although I'd like it better if I were a little more...complete.

ANAKIN
I'm sorry I wasn't able to finish you, Threepio...give you coverings and all... I'm going to miss working on you. You've been a great pal. I'll make sure Mom doesn't sell you or anything. Bye.

THREEPIO stares at ANAKIN as he rushes out of the room.

(CONTINUED)

106 CONTINUED: 106

THREEPIO
Sell me?!?

107 EXT. TATOOINE - DESERT MESA - DAY 107

The PROBE DROID beeps and whistles to DARTH MAUL. The SITH LORD gets on a speeder bike and follows the PROBE DROID into Mos Espa.

108 EXT. MOS ESPA - STREET - SLAVE QUARTERS - DAY 108

KITSTER runs up to ANAKIN as he and QUI-GON exit Anakin's hovel. SHMI stands in the doorway. ANAKIN pulls a handful of coins out of his pocket and gives them to KITSTER.

ANAKIN
You're my best friend in the universe, Kitster. You've helped me in everything I've done. It's going to be hard for me...without you.

KITSTER
There are so many of us who want you to stay, Annie... You're a hero.

ANAKIN
I...
(looks to SHMI)
I...have to go.

QUI-GON has moved a short way down the street.

KITSTER
Well.

ANAKIN
Well.

KITSTER
Thanks for every moment you've been here. You're my best friend.

ANAKIN
I won't forget...

ANAKIN hugs KITSTER and runs toward QUI-GON, then stops to look back at his mother standing in the doorway. He turns back to QUI-GON, then turns and runs back to his mother.

ANAKIN
I can't do it, Mom. I just can't do it.

SHMI hugs ANAKIN. QUI-GON watches from the distance. She kneels down and looks him in the face.

CONTINUE

108 CONTINUED: 108

ANAKIN
Will I ever see you again??

SHMI
What does your heart tell you?

ANAKIN
I hope so...yes...I guess.

SHMI
Then we will see each other again.

ANAKIN
I will come back and free you...I promise...I...will become a Jedi.

SHMI
Don't be afraid, Annie.

ANAKIN
I'm not afraid.

SHMI
My love will always be with you, no matter where you are. Be brave, and don't look back...don't look back.

ANAKIN
(starting to cry)
I love you so much.

SHMI hugs ANAKIN again, then turns him around so he is facing QUI-GON, and off he marches, like the brave little trooper that he is. He marches right past QUI-GON, staring straight ahead, tears in his eyes, determined not to look back.

109 EXT. MOS ESPA - STREET - FRUIT STAND - DAY 109

ANAKIN hands JIRA some coins.

ANAKIN
I've been freed, and I'm going away. Buy yourself a cooling unit with this... Otherwise I'll worry about you.

JIRA is astonished. She stares, not knowing what to say.

JIRA
Can I give you a hug?

ANAKIN
Sure.

She gives him a hug.

CONTINU

109 CONTINUED: 109

JIRA
I'll miss you...there isn't a kinder boy in the galaxy. You be careful...

ANAKIN runs to join QUI-GON, who has already started down the street. As they walk along together, QUI-GON notices something out of the corner of his eye.

Suddenly, without breaking his stride, he ignites his laser sword, swings around, and lunges forward and cuts a lurking PROBE DROID in half. QUI-GON inspects the sparking and fizzing DROID.

ANAKIN
What is it?

QUI-GON
Probe droid. Very unusual...not like anything I've seen before. Come on.

QUI-GON and ANAKIN start running toward the outskirts of town.

110 EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY 110

QUI-GON and ANAKIN run toward the Naboo spacecraft. ANAKIN is having a hard time keeping up.

ANAKIN
Do you think Padmé is in trouble?

QUI-GON turns to answer and sees a DARK-CLOAKED FIGURE bearing down on a speeder bike.

QUI-GON
Anakin, drop!

ANAKIN drops to the ground just as DARTH MAUL sweeps over him. DARTH MAUL jumps off his speeder bike, and before he has hit the ground, the Sith lord has swung a death blow with his laser sword that is barely blocked by QUI-GON.

ANAKIN picks himself up. The two galactic warriors, Sith and Jedi, are bashing each other with incredible blows. They move in a continual cloud of dust, smashing everything around them. This is a fierce fight. ANAKIN gets up, bewildered by the confrontation.

QUI-GON
(shouting)
Anakin, get to the ship! Take off! Go! Go!

QUI-GON struggles to fend off the relentless onslaught as ANAKIN races to the ship.

111 INT. NABOO SPACECRAFT - HALLWAY 111

ANAKIN runs into the main hallway of the spaceship, where **PADMÉ and CAPTAIN PANAKA are working.**

ANAKIN
Qui-Gon's in trouble. Take off...now!!

CAPT. PANAKA
Who are you?

PADMÉ
He's a friend.

112 INT. NABOO SPACECRAFT - COCKPIT 112

ANAKIN and PADMÉ rush into the cockpit.

PILOT
I don't see anything.

OBI-WAN
Over there! Fly low!

In the distance is a small cloud of dust.

113 EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY 113

QUI-GON and DARTH MAUL continue their sword battle. Leaping over one another in an incredible display of acrobatics, the two warriors hear the ship fly over them a few feet off the ground. QUI-GON almost disappears for a moment, then jumps up toward the spacecraft. Before DARTH MAUL knows what's happening, QUI-GON is on the spacecraft's ramp.

114 EXT. TATOOINE - NABOO SPACECRAFT RAMP - DAY 114

The SITH LORD immediately jumps onto the ramp after QUI-GON, but barely makes it. His heels hang over the edge of a forty-foot drop. QUI-GON swings his laser sword with all his might and knocks DARTH MAUL off the ramp and onto the desert floor. The ramp closes, and the Naboo craft rockets away, leaving the Sith Lord standing alone.

115 EXT. SPACE - NABOO SPACECRAFT (FX) 115

The sleek spacecraft rockets away from the planet Tatooine.

116 INT. NABOO SPACECRAFT - HALLWAY 116

ANAKIN and OBI-WAN rush into the hallway to find QUI-GON collapsed on the floor opposite the entry. ARTOO is looking over him. The JEDI is breathing hard and is wet with sweat and covered in dirt.

ANAKIN
Are you all right?

CONTINU

116 CONTINUED: 116

QUI-GON
I think so...that was a surprise I won't soon forget.

OBI-WAN
What was it?

QUI-GON
I don't know...but he was well trained in the Jedi arts. My guess is he was after the Queen...

ANAKIN
Do you think he'll follow us?

QUI-GON
We'll be safe enough once we're in hyperspace, but I have no doubt he knows our destination.

ANAKIN
What are we going to do about it?

OBI-WAN gives ANAKIN a "what are you?" look. ANAKIN returns an innocent stare.

QUI-GON
We will be patient. Anakin, meet Obi-Wan Kenobi.

ANAKIN
Pleased to meet you. Wow! You're a Jedi too?

117 **EXT. TATOOINE - DESERT MESA - SUNSET/NIGHT** 117

DARTH MAUL stands before his ship, talking to a hologram of DARTH SIDIOUS.

DARTH MAUL
...they are heading to you, Master. Should I follow?

DARTH SIDIOUS
There is no need. Go to Naboo. I will contact you there.

118 **EXT. THEED - STREET - NIGHT (FX)** 118

SEVERAL FEDERATION DROIDS patrol a deserted city street. The Palace can be seen in the distance.

119 **INT. NABOO PALACE - THRONE ROOM - THEED - NIGHT** 119

NUTE sits in a strange, mechanical, walking chair, which approaches SIO BIBBLE and SEVERAL OTHER NABOO OFFICIALS. RUNE follows a few paces behind.

CONTINUED

119 CONTINUED: 119

DROID GUARDS surround SIO BIBBLE and THE OTHERS as FOUR COUNCIL MEMBERS watch.

NUTE
When are you people going to give up this pointless strike? Your Queen is lost, your people are starving, and you, Governor, are going to die, much sooner than your people, I'm afraid. Take him away!

OOM-9 approaches NUTE.

OOM-9
My troops are in position to begin searching the swamps for these rumored underwater villages...they will not stay hidden for long.

120 INT. NABOO SPACECRAFT - MAIN AREA 120

The ship is asleep. The lights are dim as PADMÉ walks into the main room. JAR JAR is stretched out on the floor, snoring. ARTOO is to one side, cooing as he rests.

PADMÉ appears tired. She senses someone watching her and turns around with a start. She sees ANAKIN sitting in the corner, shivering and very dejected looking. She goes over to him. He looks up at her with tears in his eyes. He is holding his arms to keep himself warm.

PADMÉ
Are you all right?

ANAKIN
It's very cold.

PADMÉ gives him her over-jacket.

PADMÉ
You're from a warm planet, Annie. Too warm for my taste. Space is cold.

ANAKIN
You seem sad.

PADMÉ
The Queen is...worried. Her people are suffering...dying. She must convince the Senate to intervene, or...I'm not sure what will happen.

ANAKIN
I'm...I'm not sure what's going to happen to me. I dunno if I'll ever see you again...

(more)

120 CONTINUED: 120

ANAKIN (cont'd)
(he pulls something from his pocket)
I made this for you. So you'd remember me. I carved it out of a jinapor snippet... It will bring you good fortune.

ANAKIN hands a wooden pendant to PADMÉ. She inspects it, then puts it around her neck.

PADMÉ
It's beautiful, but I don't need this to remember you, Annie. How could I forget my future husband? Many things will change when we reach the capital, Annie. My caring for you will always remain.

ANAKIN
I care for you too. Only I...miss...

ANAKIN is disturbed about something. Tears are in his eyes.

PADMÉ
...You miss your mother.

ANAKIN looks at her, unable to speak. She hugs him.

121 EXT. SPACE - PLANET CORUSCANT (FX) 121

MOVE with the ship as it heads toward Coruscant.

122 EXT. CORUSCANT - CITYSCAPE - NABOO SPACECRAFT - DAY (FX) 122

The spacecraft flies over the endless cityscape of Coruscant, the capital of the galaxy.

123 INT. NABOO SPACECRAFT - COCKPIT 123

ANAKIN looks out the cockpit window in awe.

PILOT
Coruscant...the capital of the Republic...the entire planet is one big city.

ANAKIN
Wow! It's so huge!

124 EXT. NABOO SPACECRAFT - DAY (FX) 124

The ship flies through the cityscape of Coruscant.

125 EXT. CORUSCANT - SENATE LANDING PLATFORM - DAY 125

Supreme Chancellor VALORUM, SEVERAL GUARDS, and SENATOR PALPATINE stand on a landing platform.

The sleek Naboo spacecraft lands on the platform high above the street level of the galactic capital. The ramp lowers. OBI-WAN, QUI-GON, JAR JAR, and ANAKIN descend the ramp first and bow before PALPATINE and VALORUM.

CAPTAIN PANAKA, TWO GUARDS, QUEEN AMIDALA, then PADMÉ and EIRTAÉ and MORE GUARDS descend the ramp. QUEEN AMIDALA stops before the group. ANAKIN and JAR JAR stand to one side, looking at the huge city. PADMÉ smiles at ANAKIN. PALPATINE kisses the Queen's hand.

PALPATINE
It is a great gift to see you alive, Your Majesty.

AMIDALA
Senator Palpatine, you have tried so hard to avoid a conflict. Now it has come to this.

PALPATINE
May I present Supreme Chancellor Valorum.

VALORUM
Welcome. It is an honor to finally meet you in person. I must relay to you how distressed everyone is over the current situation.

AMIDALA
I am grateful for your concern, Chancellor.

VALORUM
I've called for a special session of the Senate to hear your position. There is a question of procedure, but I feel confident we can overcome it...

PALPATINE starts to lead QUEEN AMIDALA and her RETINUE off the platform toward a waiting air taxi. JAR JAR and ANAKIN start to follow, then stop, noticing that OBI-WAN and QUI-GON are staying with the SUPREME CHANCELLOR.

QUEEN AMIDALA waves to the duo to follow her. ANAKIN looks back to QUI-GON, and he nods to go ahead. ANAKIN and JAR JAR join the QUEEN and PALPATINE in the taxi. PALPATINE gives the Gungan and the boy in the back of the taxi a skeptical look. JAR JAR leans over to ANAKIN.

JAR JAR
Da Queens-a bein grossly nice, mesa tinks. Pitty hot!

(CONTINU

125 CONTINUED: 125

VALORUM and the JEDI watch the taxi move off into the city.

QUI-GON
We must talk, Your Honor. The situation has become more complicated.

126 INT. PALPATINE'S QUARTERS - ANTEROOM - DAY 126

QUEEN AMIDALA is sitting listening to PALPATINE. EIRTAÉ and YANÉ stand behind the QUEEN; PADMÉ is nowhere to be seen. ANAKIN and JAR JAR are waiting in an adjoining room. They can see the Queen but cannot hear what is being said.

JAR JAR
Dissen all pitty odd to my.

ANAKIN
Don't look at me. I don't know what's going on.

CAPTAIN PANAKA enters, then goes into the room with QUEEN AMIDALA.

127 INT. PALPATINE'S QUARTERS - LIVING AREA - DAY 127

PALPATINE is pacing.

PALPATINE
...the Republic is not what it once was. The Senate is full of greedy, squabbling delegates who are only looking out for themselves and their home systems. There is no interest in the common good..there is no civility, only politics...it's disgusting. I must be frank, Your Majesty, there is little chance the Senate will act on the invasion.

AMIDALA
Chancellor Valorum seems to think there is hope.

PALPATINE
If I may say so, Your Majesty, the Chancellor has little real power...he is mired down by baseless accusations of corruption. The bureaucrats are in charge now.

AMIDALA
What are our options?

PALPATINE
Our best choice would be to push for the election of a stronger Supreme Chancellor.
(more)

CONTINU

127 CONTINUED: 127

PALPATINE (cont'd)
One who will take control of the bureaucrats, enforce the laws, and give us justice. Our only other choice would be to submit a plea to the courts...

AMIDALA
There's no time for that. The courts take longer than the Senate. Our people are dying...more and more each day. We must do something quickly to stop the Federation.

PALPATINE
To be realistic, Your Highness, I'd say we're going to have to accept Federation control for the time being.

AMIDALA
That is something I cannot do.

128 EXT. TEMPLE OF THE JEDI - DAY (FX) 128

A unique building with its tall spires stands out against the Coruscant skyline. A small transport passes by the vast temple.

129 INT. TEMPLE OF THE JEDI - COUNCIL CHAMBERS - DAY 129

QUI-GON stands in a tall stately room. Twelve JEDI sit in a semi-circle. OBI-WAN stands behind QUI-GON in the center of the room.

The oldest Jedi is MACE WINDU. To his left is an alien Jedi named KI-ADI-MUNDI, and to his left, the Jedi Master, YODA.

QUI-GON
...my only conclusion is that it was a Sith Lord.

MACE WINDU
A Sith Lord?!?

YODA
The very Republic is threatened, if involved the Sith are.

KI-ADI
Impossible! The Sith have been extinct for a millennium.

MACE WINDU
I do not believe the Sith could have returned without us knowing.

CONTIN

129 CONTINUED: 129

YODA
Hard to see, the dark side is. Find out who this warrior is, we must.

KI-ADI
I sense he will reveal himself again.

MACE WINDU
If the Queen is his target, I agree.

YODA
You must stay with this Naboo queen, Qui-Gon.

MACE WINDU
We will use all our resources here to unravel this mystery. May the Force be with you.

YODA
May the Force be with you.

OBI-WAN turns to leave, but QUI-GON continues to face the Council.

YODA
Master Qui-Gon, more to say have you?

QUI-GON
Yes, with your permission. I have encountered a vergence in the Force.

YODA
A vergence, you say?

MACE WINDU
Located around a person or an object?

QUI-GON
A boy...his cells have the highest concentration of midi-chlorians I have seen in a life form.

MACE WINDU
You're referring to the prophesy of the one who will bring balance to the force... you believe it's this boy??

QUI-GON
I don't presume...

YODA
But you do! Revealed your opinion is.

QUI-GON
I do request the boy to be tested.

CONTINUED

129 CONTINUED: (2) 129

The JEDI all look to one another. They nod and turn back to OBI-WAN and QUI-GON.

YODA
Trained as a Jedi, you wish for him?

QUI-GON
Finding him was the will of the Force...I have no doubt of that. There is too much happening here...

YODA
Before us bring him then.

130 EXT. CORUSCANT - GALACTIC SENATE BUILDING - DAY (FX) 130

A large, distinctive looking domed building stands out amid the cityscape of Coruscant.

131 INT. MAIN ROTUNDA - GALACTIC SENATE - DAY 131

The Senate chambers is huge. Thousands of SENATORS and their AIDES sit in the circular assembly area. CHANCELLOR VALORUM sits in an elevated area in the center. Hundreds of AIDES and DROIDS hurry about. SENATOR PALPATINE, QUEEN AMIDALA, EIRTAÉ, YANÉ, and CAPTAIN PANAKA sit in the Naboo congressional box, which is actually a floating platform. JAR JAR sits to the far side of the box, and everyone tries to keep their distance from him. PALPATINE leans over to the QUEEN.

PALPATINE
If the Federation moves to defer your motion... Move to end this congressional session and force a new election for Supreme Chancellor... I promise you there are many who will support us...it is our best chance...

AMIDALA
You still believe Chancellor Valorum will not be able to help us.

PALPATINE
He is weak...he is afraid. He will be of no help, I promise you.

VALORUM
The Chair recognizes the Senator from the sovereign system of Naboo.

The Naboo congressional box floats into the center of the area and circles the podium.

CONTINUED

131 CONTINUED: 131

PALPATINE
Supreme Chancellor, delegates of the Senate. A tragedy has occurred on our peaceful system of Naboo. We have become caught up in a dispute you're all well aware of, which began right here with the taxation of trade routes, and has now engulfed our entire planet in the oppression of the Trade Federation.

A second box rushes into the center of the Senate. It is filled with Federation trade barons led by LOTT DOD, the Senator for the Federation.

LOTT DOD
This is outrageous! We object to the Senator's statements!

VALORUM
The Chair does not recognize the Senator from the Trade Federation at this time. Please return to your station.

LOTT DOD reluctantly moves back to his place.

PALPATINE
To prove our allegations, I present Queen Amidala, the recently elected ruler of the Naboo, to speak on our behalf.

QUEEN AMIDALA stands and addresses the assembly. There is some applause.

AMIDALA
Honorable representatives of the Republic, distinguished delegates, and Your Honor Supreme Chancellor Vallorum, I come to you under the gravest of circumstances. The Naboo system has been invaded by force...against all the laws of the Republic by the Armies of the Trade...

LOTT DOD
We object! There is no proof of this! This is incredible! We recommend a commission be sent to Naboo to ascertain the truth.

VALORUM
Overruled.

LOTT DOD
Your Honor, you cannot allow us to be condemned without proof or reasonable observations. It's against all the rules of procedure.

CONTINUE

131 CONTINUED: (2) 131

A third box representing Malastare moves into the center the room. AKS MOE, the Ambassador, addresses the convention

AKS MOE
The Congress of Malastare concurs with the honorable delegate from the Trade Federation. A commission must be appointed...that is the law.

VALORUM
The point...

VALORUM confers with several of his AIDES and VICE CHAIRMAN MAS AMEDDA. PALPATINE whispers something to the QUEEN.

PALPATINE
Enter the bureaucrats, the true rulers of the Republic, and on the payroll of the Trade Federation.

VALORUM
The point is conceded...Section 23A takes precedence here. Queen Amidala of the Naboo, will you defer to allow a commission to explore the validity of your accusations?

QUEEN AMIDALA is angry but remains composed.

AMIDALA
(angrily)
I am shocked that you will not even allow me to finish my statement. I will not defer...I have come before you to resolve this attack on our sovereignty now. I want action, not words...action, not politics. I was not elected to watch my people die while you discuss this in a committee. If this body is not capable of action, I suggest new leadership is needed. I move for a "vote of no confidence"...in your leadership.

This causes a great stir in the assembly. A loud murmur crescendos into a roar of approval and jeers. CHANCELLOR VALORUM is stunned and stands speechless. His Vice Chair, MAS AMEDDA, takes over.

VALORUM
What?...No!

MAS AMEDDA
Order! We shall have order...

Things settle down a little. The federation box continues to circle AMIDALA. JAR JAR looks nervous. PRINCE BAIL ORGANA moves his box into the arena.

131 CONTINUED: (3) 131

BAIL ORGANA
Alderaan seconds the motion for a vote of confidence.

MAS AMEDDA
The motion has been seconded by Bail Organa of Alderaan.

MAS AMEDDA turns to the confused VALORUM.

BAIL ORGANA
There must be no delays. The motion is on the floor and must be voted upon in this session.

LOTT DOD
The Trade Federation moves the motion be sent to a committee for study.

The assembly begins to chant.

ASSEMBLY
Vote! Vote! Vote!

PALPATINE stands behind AMIDALA.

PALPATINE
You see, Your Majesty, the tide is with us... Valorum will be voted out, I assure you, and they will vote in a new Chancellor, a strong Chancellor, one who will not let our tragedy continue...

MAS AMEDDA
We will recess. Tomorrow we will begin the vote.

AMIDALA
I fear this solution will not play itself out soon enough.

JAR JAR is confused by all of this commotion. The Federation delegation is furious. VALORUM turns to PALPATINE.

VALORUM
Palpatine, you have betrayed me! How could you do this? I thought you were my ally...my friend.

132 **EXT. PALACE OF THE JEDI - BALCONY - SUNSET** 132

OBI-WAN and QUI-GON stand outside the palace on a balcony.

CONTINUED

132 CONTINUED: 13.

OBI-WAN
The boy will not pass the Council's tests, Master, and you know it. He is far too old.

QUI-GON
Anakin will become a Jedi...I promise you.

OBI-WAN
Don't defy the Council, Master...not again.

QUI-GON
I will do what I must.

OBI-WAN
Master, you could be sitting on the Council by now if you would just follow the code. They will not go along with you this time.

QUI-GON
You still have much to learn, my young apprentice.

133 **INT. PALACE OF THE JEDI - COUNCIL CHAMBERS - SUNSET** 133

ANAKIN stands before the TWELVE JEDI. YODA holds a small hand-held viewing screen. In rapid succession, images flash across the screen.

ANAKIN
A ship...a cup...a creature...a speeder..

YODA turns the view screen off.

YODA
Good, very good. How do you feel?

ANAKIN
Cold, sir.

YODA
Afraid are you?

ANAKIN
No, sir.

MACE WINDU
Afraid to give up your life?

ANAKIN
I don't think so.

ANAKIN hesitates for a moment.

CONTINUED

133 CONTINUED: 133

YODA
See through you, we can.

MACE WINDU
Be mindful of your feelings...

KI-ADI
Your thoughts dwell on your mother.

ANAKIN
I miss her.

YODA
Afraid to lose her...I think.

ANAKIN
(a little angry)
What's that got to do with anything?

YODA
Everything. Fear is the path to the dark side...fear leads to anger... anger leads to hate...hate leads to suffering.

ANAKIN
(angrily)
I am not afraid!

YODA
A Jedi must have the deepest commitment, the most serious mind. I sense much anger in you.

ANAKIN
(quietly)
I am not afraid.

YODA
Then continue, we will.

134 INT. PALPATINE'S QUARTERS - EVENING 134

QUEEN AMIDALA is sitting staring out the window, with EIRTAÉ and YANÉ standing behind her. JAR JAR standing before the window, gazing out. The lights of the city shimmer before them.

JAR JAR turns around to face the QUEEN. He sees her sadness.

JAR JAR
Mesa wonder why da guds invout pain?

AMIDALA
To movitate us, I imagine...

JAR JAR
Yousa tinken people gonna die?

134 CONTINUED: 134

AMIDALA
I don't know. We have no army.

JAR JAR
Gungans ganna get pasted too, eh?

AMIDALA
I hope not.

JAR JAR
Gungans no die'n without a fight...wesa warriors. Dat why you no liken us, metinks.

PALPATINE and CAPTAIN PANAKA rush into the room and bow before the QUEEN.

CAPT. PANAKA
Your Highness, Senator Palpatine has been nominated to succeed Valorum as Supreme Chancellor.

PALPATINE
A surprise, to be sure, but a welcome one. I promise, Your Highness, if I am elected, I will bring democracy back to the Republic. I will put an end to corruption. The Trade Federation will lose its influence over the bureaucrats, and our people will be freed...

AMIDALA
Who else has been nominated?

CAPT. PANAKA
Bail Antilles of Alderaan and Ainlee Teem of Malastare.

PALPATINE
I feel confident...our "situation" will create a strong sympathy vote for us...I will be Chancellor, I promise you.

AMIDALA
I fear by the time you have control of the bureaucrats, there will be nothing left of our cities, our people, our way of life...

PALPATINE
I understand your concern, Your Majesty; unfortunately, the Federation has possession. The law is in their favor.

CONTINUED

134 CONTINUED: (2) 134

AMIDALA
There is nothing more I can do here... Senator, this is your area, not mine. I have decided to go back. My place is with my people.

PALPATINE
Go back!! But, Your Majesty, be realistic! You would be in danger.

AMIDALA
My fate will be no different from that of our people. Captain!

CAPT. PANAKA
Yes, Your Highness?

AMIDALA
Ready my ship!

PALPATINE
I beg you, Your Majesty, stay here...where it's safe.

AMIDALA
No place is safe, Senator. It is clear to me now that the Republic no longer functions as it was intended. If you win, I know you'll do everything you can to stop the Federation. I hope you will bring sanity and compassion back to the Senate.

AMIDALA and her RETINUE exit the room. PALPATINE has a self-satisfied smile on his face.

135 INT. TEMPLE OF THE JEDI - COUNCIL CHAMBERS - EVENING 135

ANAKIN, OBI-WAN, and QUI-GON stand before the TWELVE MEMBERS OF THE JEDI COUNCIL.

YODA
...Correct you were, Qui-Gon.

MACE WINDU
His cells contain a high concentration of midi-chlorians.

KI-ADI
The force is strong with him.

QUI-GON
He's to be trained, then.

The COUNCIL MEMBERS look to one another.

CONTINUED

135 CONTINUED: 135

YODA
No.

ANAKIN is crestfallen; tears begin to form in his eyes.

QUI-GON
No??!!

OBI-WAN smiles.

MACE WINDU
He is too old to be trained. There is already too much anger in him.

QUI-GON
He is the chosen one...you see it in him.

YODA
Clouded, is this boy's future. His youth masks his fate.

QUI-GON
I will train him, then. I take Anakin as my Padawan learner.

OBI-WAN reacts with surprise. ANAKIN watches with interest.

YODA
An apprentice, you have, Qui-Gon. Not wise, to take on a second.

MACE WINDU
We forbid it.

QUI-GON
Obi-Wan is ready...

OBI-WAN
I am ready to face the trials.

YODA
Ready so early, are you? What know you of ready?

ANAKIN watches as QUI-GON and OBI-WAN exchange angry looks.

QUI-GON
Headstrong...and he has much to learn about the living force, but he is capable. There is little more he will learn from me.

YODA
Our own counsel we will keep on who is ready. More to learn, he has...

CONTINUED

135 CONTINUED: (2)

MACE WINDU
Now is not the time for this...the Senate is voting for a new Supreme Chancellor. Queen Amidala is returning home, which will put pressure on the Federation, and could widen the confrontation.

YODA
Without Senate approval, intercede in this, we cannot.

KI-ADI
Events are moving fast...too fast.

YODA
A great disturbance in the force, there is...

MACE WINDU
I feel your mysterious attacker's interest in the Queen has something to do with this. The Council has authority to protect her, and she has agreed to our help. Go with her back to Naboo and discover the identity of this dark knight. That is the clue we need to unravel this mystery.

KI-ADI
...and let us pray he is not a Sith Lord.

YODA
Young Skywalker's fate will be decided later.

QUI-GON
He has nowhere to go. I brought Anakin here; he will stay in my charge.

MACE WINDU
He is your ward, Qui-Gon...we will not dispute that.

YODA
Train him not. Take him with you, but train him not!

MACE WINDU
Stay out of any conflict that arise until we have the Senate's approval.

YODA
May the force be with you.

OBI-WAN, QUI-GON, and ANAKIN leave.

136 EXT. CORUSCANT - SENATE LANDING PLATFORM - NIGHT 136

QUI-GON, OBI-WAN, and ANAKIN stand on the landing platform outside the ship. ARTOO whistles a happy tune as he leans over the edge of the platform, watching the traffic. Suddenly, he leans over too far and falls overboard. After a moment, he reappears, using his on-board jets to propel himself back onto the landing platform. The wind whips at ANAKIN as he listens to the JEDI.

OBI-WAN
It is not disrespect, Master, it is the truth.

QUI-GON
From your point of view...

OBI-WAN
The boy is dangerous...they all sense it. Why can't you?

QUI-GON
The Council will decide Anakin's fate...that should be enough for you. Now get on board!

OBI-WAN reluctantly boards the Naboo spacecraft as QUI-GON goes over to ANAKIN.

ANAKIN
Qui-Gon, sir, I do not wish to be a problem.

QUI-GON
You won't be...I can't train you, Anakin, so you must watch me and be mindful...your focus determines your reality.

ANAKIN
Sir...I've been wondering, sir...what are midi-chlorians?

QUI-GON
A microscopic life form that resides within all living cells and communicates with the Force. The midi-chlorian are actually one vast entity that encompasses the universe, but is broken into an infinite number of small pieces that reside in every living thing.

ANAKIN
They live inside of me?

QUI-GON
In your cells. We are symbiont with the midi-chlorians.

(CONTINUED)

136 CONTINUED: 136

ANAKIN
Symbiont?

QUI-GON
Living together for mutual advantage. Without the midi-chlorians, life could not exist, and we would have no knowledge of the Force. They speak to you all the time, telling you the will of the Force.

ANAKIN
They do??

QUI-GON
Some call it intuition...the voices within you. When you learn to quiet your mind, you will hear them speaking to you.

ANAKIN
I don't understand.

QUI-GON
With time and training, you will.

Two taxis pull up, and CAPTAIN PANAKA, SENATOR PALPATINE, TWENTY OR SO TROOPS, GUARDS, AND OFFICERS walk briskly toward the ship, followed by QUEEN AMIDALA, PADMÉ, EIRTAÉ, and finally, JAR JAR. AMIDALA and her HANDMAIDENS stop before the JEDI.

QUI-GON
Your Highess, it is our pleasure to serve and protect you.

AMIDALA
I welcome your help, but your task may not be that easy this time... Senator Palpatine fears the Federation means to destroy me.

QUI-GON
I promise you, Your Highness, I will not let that happen.

AMIDALA enters the ship, followed by her HANDMAIDENS. JAR JAR hugs QUI-GON and ANAKIN.

JAR JAR
Wesa goen home!

They ALL move onto the ship. The ship takes off and rockets away.

137 INT. NABOO PALACE - THRONE ROOM - THEED - NIGHT 137

NUTE, RUNE, and DARTH MAUL stand before a hologram of DARTH SIDIOUS.

DARTH SIDIOUS
The Queen is on her way to you. I fear she is of no further use to us. When she gets there, destroy her.

DARTH MAUL
Yes, my Master.

DARTH SIDIOUS
Viceroy, is the planet secure?

NUTE
Yes, my Lord, we have taken over the last pockets of primitive life forms. We are in complete control now.

DARTH SIDIOUS
Good. I will see to it that, in the Senate, things stay as they are.

138 INT. SPACE - NABOO SPACECRAFT COCKPIT 138

ANAKIN stands next to the PILOT, pointing to various buttons and gauges.

ANAKIN
...and that one?

PILOT
The forward stabilizer.

ANAKIN
And those regulate the pitch?

139 INT. NABOO SPACECRAFT - QUEEN'S CHAMBERS 139

YANÉ and EIRTAÉ stand behind QUEEN AMIDALA as she talks with QUI-GON and CAPTAIN PANAKA. OBI-WAN and JAR JAR stand by the door.

CAPT. PANAKA
The Federation will force you to sign the treaty.

QUI-GON
I agree... I'm not sure what you hope to accomplish by going back.

AMIDALA
I hope to take our system back.

CAPT. PANAKA
That's impossible. There are only twelve of us...we have no army.

CONTINUED

139 CONTINUED: 139

QUI-GON
We cannot fight a war for you, Your Highness, only protect you.

AMIDALA
I have a plan... Jar Jar Binks!

JAR JAR looks around, puzzled. "Me?" He steps forward.

JAR JAR
Mesa, Your Highness?

AMIDALA
Yes. I need your help.

140 EXT. NABOO PALACE - COURTYARD PLAZA - DAY 140

As the Naboo spacecraft lands in the courtyard, TWENTY BATTLE DROIDS surround the craft. A tank aims its gun at the spacecraft. The ramp lowers, and DROIDS rush on board.

NUTE and DARTH MAUL walk into the courtyard as DROID COMMANDO 044 emerges from the ship.

044
No one's on board!

NUTE
What do you make of that?

DARTH MAUL
A conflict is coming...ready your troops.

141 EXT. NABOO SWAMP - UNDERWATER - DAY 141

JAR JAR swims down into Bubble City.

142 INT. OTOH GUNGA - CITY SQUARE 142

JAR JAR enters the main square of the bubble city. He stands, stunned, in amazement and fear. He is nervous and shaking.

JAR JAR
Ello! Where das everybody?

The plaza is empty. He notices that many of the buildings are shot up as if there had been a battle of some kind.

143 EXT. NABOO SWAMP LAKE - DAY 143

JAR JAR exits the swamp lake and walks over to QUEEN AMIDALA, CAPTAIN PANAKA, OBI-WAN, and QUI-GON. The HANDMAIDENS, ANAKIN AND ARTOO, FOUR PILOTS, and EIGHT GUARDS stand in the background near two escape pods.

CONTINUED

143 CONTINUED: 143

JAR JAR
Dare-sa nobody dare. All gone. Some kinda fight, I tink. Sorry, no Gungas...no Gungas.

AMIDALA
Do you think they were taken to camps?

CAPT. PANAKA
They may have been wiped out.

JAR JAR
No...mesa no tink so. Gungan in trouble, go to sacred place. Mackineeks no find them dare.

QUI-GON
Do you know where it is?

144 INT. NABOO PALACE - THRONE ROOM - DAY 144

NUTE, RUNE, and DARTH MAUL walk with a hologram of DARTH SIDIOUS.

NUTE
...we've sent out patrols. We've already located their life pods in the swamp... It won't be long.

DARTH SIDIOUS
This is an unexpected move for her. Lord Maul, be mindful...

DARTH MAUL
Yes, my Master.

DARTH SIDIOUS
Be patient... My sense is they will come to you.

145 EXT. NABOO SWAMP - DAY 145

The GROUP follows JAR JAR as he moves through the swamp. JAR JAR stops and sniffs the air. The GROUP stops behind him.

JAR JAR
Dissen it.

JAR JAR makes a strange chattering noise. Suddenly, out of nowhere, CAPTAIN TARPALS and SIX OTHER GUNGAN TROOPS riding on KAADUS emerge from the brush.

JAR JAR
Heyo-dalee, Captain Tarpals.

CONTINUED:

145 CONTINUED: 145

CAPT. TARPALS
Binks!! Noah gain!

JAR JAR
We comen to see da boss.

CAPTAIN TARPALS rolls his eyes.

CAPT. TARPALS
Ouch time, Binks...for all-n of youse.

146 EXT. NABOO SACRED TEMPLE RUINS - DAY 146

Jar jar, queen amidala, anakin, artoo, qui-gon, obi-wan, and the rest of her group are led through a clearing full of gungan refugees. At the far end are the ruins of a grand temple with massive carved heads. Boss nass and several other council members walk out on the top of a three-quarter-submerged head.

BOSS NASS
Jar Jar, yousa payen dis time. Who's da uss-en others??

QUEEN AMIDALA steps forward. CAPTAIN PANAKA and the JEDI stand behind here.

AMIDALA
I am Queen Amidala of the Naboo... I come before you in peace.

BOSS NASS
Naboo biggen. Yousa bringen da Mackineeks... Day busten uss-en omm. Yousa all bombad. Yousa all die'n, mesa tink.

CAPTAIN PANAKA and HALF A DOZEN GUARDS AND PILOTS look around nervously, and the GUNGAN TROOPS lower their long power poles. The JEDI stay relaxed. ANAKIN watches everything with great interest.

AMIDALA
We wish to form an alliance...

Suddenly, PADMÉ steps forward.

PADMÉ
Your Honor...

ARTOO whistles a quiet "uh oh."

BOSS NASS
Whosa dis?

CONTINUED

146 CONTINUED: 146

PADMÉ
I am Queen Amidala.
(points to Amidala)
This is my decoy...my protection...

ANAKIN is stunned. OBI-WAN and QUI-GON give each other a knowing look.

PADMÉ
...I am sorry for my deception, but under the circumstances it has become necessary. Your Honor, although we do not always agree, our two great societies have always lived in peace...until now. The Trade Federation has destroyed all that we have worked so hard to build. You are in hiding, my people are in camps. If we do not act quickly, all will be lost forever... I ask you to help us...no, I beg you to help us.

PADMÉ drops to her knees and prostrates herself before BOSS NASS. There is a gasp from CAPTAIN PANAKA, HIS TROOPS, and the HANDMAIDENS.

PADMÉ
We are your humble servants...our fate is in your hands.

Slowly, CAPTAIN PANAKA and his TROOPS bow down before the GUNGAN COUNCIL. Then the HANDMAIDENS, ANAKIN, and finally the JEDI. The GUNGANS are puzzled by this. BOSS NASS begins to laugh.

BOSS NASS
Yousa no tinken yousa greater den da Gungans... Mesa like dat. Maybe wesa bein friends.

147 **EXT. NABOO EDGE OF SWAMP/GRASS PLAINS - DAY** 147

BOSS NASS puts his arm around JAR JAR.

BOSS NASS
Yousa doen grand. Hep dar Jar bringen uss-e un da Naboo together. Yousa berry brave...

JAR JAR
Ahh...why no go sayen dat...tis nutten...tis nutten.

BOSS NASS
Yousa grand warrior, Jar Jar.

JAR JAR
No, no, no.. Oh, no...

CONTINUED

147 CONTINUED: 147

BOSS NASS
Wesa maken yousa Bombad General.

JAR JAR
General??! Oh, no...

JAR JAR faints.

A GUNGAN SENTRY **sits** on the top of an ancient temple head, searching the landscape with a pair of electro-binoculars. He sees something and yells down to ANAKIN at the foot of the statue.

GUNGAN LOOKOUT
Daza comen.

ANAKIN yells and runs over to PADMÉ and the JEDI, who are discussing a battle plan with the FIVE GUNGAN GENERALS, including JAR JAR.

ANAKIN
They're here!!

PADMÉ
Good. Captain Panaka brought them through safely.

FOUR SPEEDERS pull up to the GROUP. CAPTAIN PANAKA and a DOZEN OR SO GUARDS and PILOT OFFICERS pile out and join the group.

CAPT. PANAKA
I think we got here without being detected.

PADMÉ
What is the situation?

CAPT. PANAKA
Most everyone is in camps. A few hundred police, guards, and what have-you have formed an underground movement. I've brought as many of the leaders as I could.

PADMÉ
The Gungans have a larger army than we ever imagined.

BOSS NASS
Berry, berry bombad.

CAPT. PANAKA
The Federation Army is also much larger than we thought...and much stronger. This is a battle I do not think we can win.

CONTINUED

147 CONTINUED: (2) 147

PADMÉ
I know...our only chance here is to use the battle as a diversion... The Gungans will draw the Droid Army away from the cities, so we can get into the palace and capture the Viceroy. The Federation cannot operate without its head... Droids only follow orders; they don't think for themselves. The same can be said of the Federation... Without the Viceroy, they will be lost and confused.

There is a moment of silence as everyone thinks through the ramifications of this. PADMÉ looks to OUI-GON.

OUI-GON
It appears to be your only possible move...although there is great risk. Even with the army gone, the Viceroy will be well guarded...and many Gungans may be killed in the battle with the Droids.

BOSS NASS
Theysa bombast guns no getten through our shields! Wesa ready to do are-sa part.

JAR JAR smiles a very worried and sheepish grin. ANAKIN watches with interest, as does ARTOO.

PADMÉ
First, we will secure the main hangar. Then we'll send what pilots we have to knock out their orbiting control ship. That will stop the Droids in their tracks and greatly reduce the Gungan casualities...

CAPT. PANAKA
If the Viceroy should get away...he will return with another Droid Army, and we'll be no better off than we are now.

PADMÉ
That is why we must not fail to get the Viceroy... Everything depends on it. We must cut off the head of this serpent.

148 **INT. THEED - PALACE - STAIRWAY - DAY** 148

NUTE, RUNE, DARTH MAUL, OOM-9 and a hologram of DARTH SIDIOUS walk down the stairs from the throne room.

DARTH SIDIOUS
...she is more foolish than I thought.

CONTINUED

148 CONTINUED: 148

NUTE
We are sending all available troops to meet this army of hers assembling near the swamp. It appears to be made up of primitives. They have little or no technology. We do not expect much resistance.

OOM-9
I am increasing security at all Naboo detention camps.

DARTH MAUL
I feel there is more to this. The two Jedi may be using the Queen for their own purposes.

DARTH SIDIOUS
The Jedi cannot become involved. They can only protect the Queen. Even Qui-Gon will not break that covenant... This will work to our advantage...

NUTE
I have your approval to proceed, then.

DARTH SIDIOUS
Proceed. Wipe them out...all of them.

149 EXT. NABOO SWAMP LAKE - DAY 149

All is peaceful. SMALL CRITTERS drink out of a large swamp lake. Suddenly, there is a disturbance in the middle of the lake. A rush of bubbles, then a GUNGAN SOLDIER riding a KAADU emerges from the water, followed by SEVERAL OTHERS. FROGS and OTHER LITTLE ANIMALS flee in all directions as the GUNGAN ARMY marches through the swamp. The KAADUS shake themselves off as they exit the lake. When JAR JAR's KAADU shakes off, JAR JAR falls off.

SOLDIERS on huge, lizard-like FAMBAAS with large shield generators mounted on their backs follow the marching WARRIORS. The GUNGAN ARMY heads out of the swamp and onto the rolling grassy hills. HUNDREDS OF GUNGAN WARRIORS march in long lines toward the horizon.

150 EXT. THEED - CENTRAL PLAZA - DAY 150

PADMÉ, followed by OBI-WAN, QUI-GON, ANAKIN, and ARTOO stealthily make their way toward the entrance to the main hangar. They are followed by about TWENTY NABOO GUARDS, PILOTS, and TROOPS. They stop, and PADMÉ uses a small red laser light to signal across the plaza to CAPTAIN PANAKA and TWENTY OTHER ASSORTED NABOO TROOPS. They signal back. QUI-GON leans over to ANAKIN.

CONTINUED

150 CONTINUED: 150

QUI-GON
Once we get inside, you find a safe place out of the way and stay there.

ANAKIN
Sure.

QUI-GON
And stay there!

DROID TROOPS mill about the tank-filled plaza. At the far end of the plaza, SEVERAL DROIDS begin to run and fire. NABOO SOLDIERS begin to fire back at the BATTLE DROIDS.

As the ruckus erupts at one end of the plaza, PADMÉ and HER TROOPS rush into the main hangar. CAPTAIN PANAKA and HIS SOLDIERS continue to engage the DROIDS outside.

151 INT. THEED - CENTRAL HANGAR - DAY 151

ALARMS ARE SOUNDING as PADMÉ, the JEDI, ANAKIN, and PADMÉ's TROOPS rush into the hangar. BATTLE DROIDS begin firing at them as they run for cover. ANAKIN runs under a Naboo fighter. The JEDI deflect bolts aimed at PADMÉ back onto the BATTLE DROIDS, causing them to EXPLODE.

152 INT. THEED - PALACE THRONE ROOM - DAY 152

NUTE, RUNE, and FOUR COUNCIL MEMBERS watch the plaza battle on a large view screen.

NUTE
I thought the battle was going to take place miles from here...this is too close!

RUNE
What is going on?

DARTH MAUL enters the throne room.

DARTH MAUL
I told you there was more to this...the Jedi are here!

153 EXT. NABOO GRASS PLAINS - DAY 153

Federation tanks move up to a ridge and stop. In the distance they see the GUNGAN ARMY marching toward them. The GUNGAN GENERAL CEEL sees the tanks on the ridge and orders a halt. The GUNGANS are spread out in a large line. JAR JAR is nervous. GENERAL CEEL signals to the shield operators.

GENERAL CEEL
Energize the shields!

CONTINUED

153 CONTINUED: 153

A red ray shoots out of the generator and blasts into a large dish on the back of a second FAAMBA and spreads like an umbrella over the assembled WARRIORS.

The Federation tanks begin to fire on the GUNGANS, but they are protected by their energy shield. The tanks stop firing, and the GUNGANS CHEER, until they see the doors to the massive transports open, and racks of BATTLE DROIDS are pulled out and lined up by a squad of STAPS.

The BATTLE DROIDS reconfigure into their standing position. The GUNGANS get ready for an attack. OOM-9 gives the command to move forward, and THOUSANDS OF DROIDS march toward the GUNGANS.

The GUNGANS power up their weapons. The DROIDS slowly march through the protective shield and start firing. The GUNGANS throw their power poles and fling small balls of energy with slingshots. The WARRIORS dump large balls of energy into mortars that heat up and fire the energy goo onto the BATTLE DROIDS, causing them to short out.

The battle rages and the GUNGANS defend their shield generators against the ARMY OF DROIDS. OOM-9 watches from a tank on a hill overlooking the battle.

154 INT. THEED - CENTRAL HANGAR - DAY 154

ANAKIN hides behind one of the Naboo fighters, ducking as large bolts whiz past and EXPLODE near him. PADMÉ and the TWO JEDI destroy BATTLE DROIDS right and left. The QUEEN'S TROOPS also blast away at the DROIDS. PADMÉ signals to her pilots.

PADMÉ
Get to your ships!

The PILOTS run for the Naboo fighter craft stacked in the hangar bay. ONE OF THE PILOTS jumps into a fighter right above where ANAKIN is hiding.

FIGHTER PILOT
Better find a new hiding place, kid.
I'm taking this ship.

The ship begins to levitate out of the hangar. BATTLE DROIDS fire at it as it falls in behind five other fighters. ARTOO whistles to ANAKIN from a second fighter not far away. ANAKIN runs and jumps into the second fighter to hide.

155 EXT. THEED - CENTRAL PLAZA - DAY 155

The two Naboo starfighters exit the main hangar. A tank fires at them, hitting one of them, which causes it to pinwheel into the ground and **EXPLODE**.

156 **INT. THEED - CENTRAL HANGAR - DAY** 156

CAPTAIN PANAKA and his TROOPS rush into the hangar and overwhelm the few remaining BATTLE DROIDS. PADMÉ, OBI-WAN, and QUI-GON join forces with CAPTAIN PANAKA.

PADMÉ
The Viceroy is probably in the throne room.

She looks to QUI-GON.

QUI-GON
I agree.

They start to head for the exit, on the way passing the fighter where ANAKIN is hiding. ARTOO whistles a greeting as ANAKIN peeps out of the cockpit.

ANAKIN
Wait for me.

QUI-GON
No, Annie, you stay here. Stay right where you are.

ANAKIN
But, I...

QUI-GON
You're too young... Just stay in that cockpit.

ANAKIN
Yes, sir.

They head for the exit. As they are about to go through a door, suddenly everyone scatters, revealing DARTH MAUL standing in the doorway. CAPTAIN PANAKA, PADMÉ, and HER TROOPS back away. QUI-GON AND OBI-WAN step forward.

QUI-GON
We'll handle this...

The TWO JEDI ignite their laser swords. DARTH MAUL ignites his laser sword, and both ends of the sword light up. At the far end of the hangar, SIX WHEEL DROIDS roll in and transform into their battle positions. ARTOO calls ANAKIN's attention to the DROIDS. The JEDI begin to fight the SITH LORD.

ANAKIN
Oh, no...

The DROIDS begin to advance and start firing on PADMÉ and HER TROOPS.

ANAKIN
We gotta do something.

(CONTINUED)

156 CONTINUED: 156

ARTOO whistles a reply. Suddenly, the ship's systems go on, and the ship begins to levitate.

ANAKIN
All right, Artoo! Great idea! I'll take over. Let's see...

ANAKIN steers the ship toward the DROIDS. He pushes a button, and the ship begins to shake.

ANAKIN
Uh, oh...wrong one...maybe this one...

ANAKIN pushes a second button, and the lasers begin to fire, wiping out several DESTROYER DROIDS. ARTOO whistles a cheer.

ANAKIN
Wizards, that's cool!

The JEDI are engaged in a fierce sword fight with DARTH MAUL. They have moved into the center of the hangar. While the WHEEL DROIDS are momentarily distracted by ANAKIN, PADME and HER TROOPS exit into a palace hallway.

The WHEEL DROIDS start firing at ANAKIN. There are EXPLOSIONS all around him.

ANAKIN (Cont'd)
Oops...shield up! Always on the right...always on the right.

ANKIN flips several switches, and the after-burner ignites. The fighter rockets out of the hangar. ARTOO and ANAKIN hold on for dear life.

The SITH LORD's moves are incredible. He is fighting the TWO JEDI at once, flipping into the air, outmaneuvering them at every turn.

157 EXT. NABOO GRASS PLAINS - DAY 157

JAR JAR's clumsiness works for him in the battle. He gets caught up in the wiring of a blasted DROID, dragging the torso around with him, the droid's gun firing randomly, accidentally blasting SEVERAL DROIDS in the process.

OOM-9 decides to send in the WHEEL DROIDS and gives the signal. HUNDREDS OF WHEEL DROIDS roll out of the transports and head down toward the battle. They slowly roll through the deflector shields, then transform themselves once they get on the other side. The GUNGANS blast the WHEEL DROIDS with energy balls. The DESTROYER DROIDS blast many GUNGANS.

158 INT. NABOO STARFIGHTER - COCKPIT - SPACE 158

The tiny Naboo starfighter races away from the surface of the planet. ANAKIN struggles at the controls as ARTOO beeps wildly.

ANAKIN
I'm trying!!...Just hold on a second... You're the expert here!

ARTOO beeps, and a message appears on the readout in front of ANAKIN.

ANAKIN
All right, left... What's that?

ANAKIN turns up the volume of his radio and hears various PILOTS CHATTERING.

ANAKIN
They're attacking something.
(Artoo beeps-readout)
Where?

ANAKIN turns the ship, and out the front window we can see a distant Federation battleship under attack by the Naboo starfighters.

ANAKIN
Wow...let's go see.
(Artoo beeps)
Qui-Gon told me to say in this cockpit, which is where I'm staying. Now come on...

The starfighter heads for the battle.

159 INT. THEED - CENTRAL HANGAR - DAY 159

The SITH LORD drives the JEDI out of the hangar and into a power generator area next door.

160 INT. THEED - POWER GENERATOR PIT - DAY 160

Three swords are crossed in an intense display of swordsmanship. The JEDI and the SITH LORD fight their way across the narrow bridge of the Theed power generator. DARTH MAUL jumps onto the bridge above them. The JEDI follow, one in front of the SITH LORD and one behind. They continue their sword fight.

161 INT. THEED - PALACE - HALLWAY - DAY 161

PADMÉ, CAPTAIN PANAKA, and THEIR TROOPS are trapped in a hallway by BATTLE DROIDS.

PADMÉ
We don't have time for this.

CONTINUED

161 CONTINUED: 161

CAPT. PANAKA
Let's try the outside stairway.

CAPTAIN PANAKA blasts a hole in the window, and they make their way outside the building onto a ledge about six stories above a raging waterfall. About TWENTY NABOO SOLDIERS stay in the hallway and hold off the BATTLE DROIDS.

162 EXT. THEED - PALACE - OVER WATERFALL - DAY 162

PADMÉ, CAPTAIN PANAKA, and about TEN OTHER NABOO SOLDIERS are lined up along the ledge. They have pulled small attachments out of their pistols and fire at a ledge about four stories above them. Thin cables shoot out of the pistols and are embedded into the ledge. PADME, CAPTAIN PANAKA, and the OTHERS begin to climb up the wall.

163 EXT. NABOO GRASS PLAINS - DAY 163

The GUNGAN ARMY is no match for the DESTROYER DROIDS. JAR JAR tries to run from the BATTLE DROIDS.

GENERAL CEEL
Retreat! Retreat!

The GUNGANS begin to turn and run, on foot, on their Kaadus, and in wagons. JAR JAR attempts to escape on a wagon of energy balls but only manages to unhitch the back gate, causing all of the energy balls to roll out of the wagon and down the hill. JAR JAR scrambles to avoid being hit by one of the balls. FOUR DESTROYER DROIDS aren't so lucky. They get blasted by the energy balls.

The GUNGANS renew their attack on the DROID ARMY. JAR JAR's bumbling destroys several more BATTLE DROIDS.

164 INT. NABOO STARFIGHTER - COCKPIT - SPACE 164

ANAKIN's starfighter heads closer to the dogfight between the Naboo starfighter and Federation fighters around a large battleship. ARTOO beeps hysterically.

ANAKIN
What!? What!? What!? Oh...razz!

ANAKIN looks around and sees that he is being chased by two small Federation fighters. Laser blasts hit all around him. ARTOO whistles frantically.

ANAKIN
Whoo boy! This is tense!

ARTOO whistles some more as the Federation fighters blast away.

ANAKIN
Pod racing, yeah! OK, here we go!

CONTINUED

164 CONTINUED: 164

ANAKIN makes a sharp dive and barely misses colliding with a Federation craft. He hears a lot of RADIO CHATTER.

BRAVO LEADER
Bravo Five... Go for the control bridge.

BRAVO FIVE
Copy, Bravo Leader.

ARTOO chatters in beeps.

ANAKIN
Should we??
(Artoo beeps)
I agree.

ANAKIN dives for the Federation control ship.

165 INT. THEED - POWER GENERATOR PIT - DAY 165

The laser sword battle continues on the small catwalk around the vast power pit. QUI-GON knocks the DARK LORD off one of the ramps, and he lands hard on a ramp two levels below. QUI-GON jumps down after him, followed by OBI-WAN. The DARK LORD backs away along the catwalk into a small door. QUI-GON follows, then OBI-WAN.

166 INT. THEED - POWER GENERATOR ELECTRIC BEAM - HALLWAY 166

The SITH LORD, followed by QUI-GON, enters a long hallway filled with a series of deadly rays that go on and off in a pulsing pattern that shoots down the corridor every minute or so. DARTH MAUL makes it down several walls of deadly rays before they close. QUI-GON is one wall away from the DARK LORD. OBI-WAN is just starting into it and is five walls away from DARTH MAUL. The JEDI must wait until the next pulse to advance down the corridor. OBI-WAN is impatient and paces, waiting for the wall of rays to open. QUI-GON sits and meditates. The SITH LORD tries to patch up his wounds.

167 INT. THEED - PALACE - HALLWAY TO THRONE ROOM 167

A window in the hallway blasts apart. PADMÉ, CAPTAIN PANAKA, and HER SOLDIERS climb into the hallway. They head for the door to the throne room. Suddenly, two DESTROYER DROIDS skitter in front of the door. PADMÉ turns around and sees TWO MORE appear at the far end of the hallway, trapping them in the middle.

PADMÉ throws down her pistol and turns to CAPTAIN PANAKA.

PADMÉ
Throw down your weapons. They win this round.

CONTINUED

167 CONTINUED: 167

CAPT. PANAKA
But we can't...

PADMÉ
Captain, I said throw down your weapons.

CAPTAIN PANAKA and HIS MEN throw down their weapons.

168 EXT. NABOO GRASS PLAINS - DAY 168

A DESTROYER DROID blasts one of the shield generators, causing it to EXPLODE. The protective shield begins to weaken and fall apart. OOM-9 sees the shield weaken and orders his tanks forward. The GUNGAN GENERAL signals a retreat as the tanks enter the battle.

The GUNGANS flee as fast as they can. JAR JAR is blown off his KAADU and lands on one of the tank guns. A GUNGAN WARRIOR signals JAR JAR to jump off. JAR JAR is afraid. The gun swings around trying to knock JAR JAR off. JAR JAR hangs from the tank barrel as it moves along. Finally, he jumps onto a KAADU behind a GUNGAN WARRIOR. EXPLOSIONS from the tank fire are everywhere. It is chaos.

169 INT. NABOO STARFIGHTER - COCKPIT - SPACE 169

ANAKIN's starfighter dives through a wall of flack toward the bridge of the huge Federation battleship. ANAKIN fights to control the starfighter as it is blown from side to side. The Federation fighters start attacking from behind. ARTOO is panicked.

ANAKIN
I'm trying...Artoo, but I've got news for you, this isn't pod racing!!

ANAKIN races across the surface, dodging objects and laser fire as he tries to shake off the fighters on his tail. A second fighter joins the first.

ANAKIN
Oops, now we've got two of them back there!

ARTOO whistles a reply as flack bursts all around him. ANAKIN dives for cover and heads into the main docking bay of the huge Federation ship.

ANAKIN
Wrong way! Great gobs of Bantha poodoo!!!

The two fighters follow ANAKIN and crash into the walls of the hangar. ANAKIN shuts his engine down and lands. The ship skids, sparks flying, and swings around, pointing back the way it came. BATTLE DROIDS come rushing toward the ship. ARTOO squeals.

CONTINUED

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ANAKIN
All right! All right! What if I try this?!

ANAKIN pushes a button, and the ship races forward, sparks flying in all directions.

ANAKIN
OK! Levitations? Levitations?

ANAKIN hits another button, and the ship moves off the hangar floor, barely missing the wreckage of the two pursuing Federation fighters. He exits the hangar bay with a sigh of relief and flies across the surface of the battleship.

170 INT. THEED - POWER GENERATOR ELECTRIC BEAM - HALLWAY 170

The electron rays cycle as QUI-GON sits meditating. The wall of deadly rays turn away, and OBI-WAN starts running toward QUI-GON and the DARK LORD. When the wall between QUI-GON and DARTH MAUL opens, QUI-GON is in a split second fighting the DARK LORD with a ferocity not seen before. They move into the area at the end of the corridor called the melting pit, a small area that is mostly made up of a deep hole.

The electron ray gates begin to close. OBI-WAN tries to make it to the melting pit but is caught one gate short. He slides to a stop just before he hits the deadly electron field. QUI-GON and DARTH MAUL battle around the melting pit as a frustrated OBI-WAN watches.

DARTH MAUL catches QUI-GON off guard, and the JEDI slips into the melting pit. He is barely able to hold onto a nozzle on the side of the pit. His sword falls into the pit, but by using the Force, he is able to retrieve the sword, causing it to levitate near his head as he holds on for dear life.

DARTH MAUL moves in for the kill as QUI-GON, exhausted, grabs his sword and jumps to safety behind the DARK LORD. QUI-GON seems to have the upper hand, when the SITH makes a quick move, catching the JEDI off guard, and runs him through.

OBI-WAN screams as the pulsing electron gate opens, and the SITH LORD attacks him. The DARK LORD is relentless in his assault on the young JEDI.

171 INT. THEED - PALACE THRONE ROOM - DAY 171

PADMÉ, CAPTAIN PANAKA, and SIX OTHER OFFICERS are brought by TEN BATTLE DROIDS before NUTE and RUNE and FOUR NEIMOIDIAN COUNCIL MEMBERS.

CONTINUED

171 CONTINUED: 171

NUTE
Your little insurrection is at an end, Your Highness. Time for you to sign a treaty...and end this little debate in the Senate.

A second PADMÉ (YANÉ) appears in the doorway with SEVERAL TROOPS. Several destroyed battle droids can be seen in the distance.

PADMÉ/YANÉ
I will not be signing any treaty, Viceroy, because you've lost!

NUTE and THE OTHERS are stunned to see a SECOND QUEEN. NUTE yells at the TEN GUARDS in the room.

NUTE
After her! This one's a decoy!

SIX OF THE DROIDS rush out of the throne room after the QUEEN (YANÉ). NUTE turns to PADMÉ.

NUTE
Your Queen will not get away with this.

PADMÉ slumps down on her throne and immediately hits a security button that opens a panel in her desk opposite CAPTAIN PANAKA. The NABOO CAPTAIN reaches into the compartment, pulls out a pistol, and BLASTS two of the BATTLE DROIDS. PADMÉ grabs two other pistols, tosses one of them to one of the OFFICERS, and BLASTS the last of the BATTLE DROIDS with the other. The OFFICERS rush to the door control panel as PADMÉ hits the switch to close the door. The OFFICER at the door jams the controls. CAPTAIN PANAKA throws more pistols to the OTHER GUARDS. The NEIMOIDIANS are confused and afraid.

PADMÉ
Now, Viceroy, we're going to end your occupation here.

NUTE
There are too few of you. It won't be long before hundreds of destroyer droids break in here.

172 EXT. NABOO GRASS PLAINS - DAY 172

The GUNGANS have been overrun. Some flee into the hills, chased by BATTLE DROIDS on STAPS. Many OTHERS are herded into groups by BATTLE DROIDS and DESTROYER DROIDS. JAR JAR and GENERAL CEEL are held in a small group with OTHER OFFICERS.

JAR JAR
Dissa bad, bombad.

172 CONTINUED: 172

GENERAL CEEL
Mesa hopen dissa working for da Queen.

173 INT. NABOO STARFIGHTER - COCKPIT - SPACE 173

ANAKIN is chased by another Federation starfighter.

BRAVO LEADER
Rogue Two, concentrate your fire on the control bridge... I think we've knocked out their deflectors... Do you copy, Rogue Two?

ARTOO beeps to ANAKIN.

ANAKIN
What? Where? Oh... Ahh... Copy, Bravo Leader...

BRAVO LEADER
Who are you?

ANAKIN
Just someone trying to help.

BRAVO LEADER
Well, form up.

ANAKIN swings his ship around and joins the two other Naboo starfighters as they head for the bridge of the battleship. The fighters blast away at the Federation ship. First BRAVO LEADER, then BRAVO FOUR, then ANAKIN. ARTOO beeps, and ANAKIN starts blasting away. Flack bursts all around them. Finally, a direct hit to the ball-like bridge blows it up. ARTOO squeals as they go through the EXPLOSION.

ANAKIN
Whoooeee!!!

174 EXT. NABOO GRASS PLAINS - DAY 174

Suddenly, all of the DROIDS begin to shake upside down, run around in circles, then stop. The GUNGANS carefully move out to inspect the FROZEN DROIDS. JAR JAR pushes one of the BATTLE DROIDS, and it falls over.

JAR JAR
Wierd...

175 INT. THEED - PALACE - HALLWAY - DAY 175

The DROIDS blast the door.

176 INT. THEED - PALACE THRONE ROOM - DAY 176

The BATTLE DROIDS are BLASTING at the door. Suddenly, all goes quiet. PADMÉ punches up her giant view screen. We see a CLOSE SHOT of BRAVO LEADER.

BRAVO LEADER
We did it... Mission accomplished, your Highness. Look.

The camera in the cockpit pans and reveals the burning control ship. The OFFICERS CHEER.

PADMÉ
Viceroy, you're going back to the Senate and explain all of this...

CAPT. PANAKA
I think you can kiss your trade permits goodbye.

177 INT. THEED - POWER GENERATOR - MELTING PIT 177

OBI-WAN and DARTH MAUL use the Force to fling objects at each other as they fight. DARTH MAUL seems to have the upper hand as OBI-WAN grows weary. The SITH LORD smiles as he goes in for the kill. At the last moment, OBI-WAN jumps out of the way, throwing DARTH MAUL off. The young JEDI swings with a vengeance, cutting the SITH down. DARTH MAUL falls into the melting pit to his death.

OBI-WAN rushes over to QUI-GON, who is dying.

OBI-WAN
Master! Master!

QUI-GON
It is too late...my young apprentice.

OBI-WAN
No!

QUI-GON
Promise...promise me you'll train the boy...

OBI-WAN
Yes, Master...anything.

QUI-GON
He is the chosen one...he will... bring balance...

QUI-GON dies. OBI-WAN cradles his master, quietly weeping.

178 EXT. THEED - CENTRAL PLAZA - FUNERAL TEMPLE STEPS - SUNSET

QUI-GON's body goes up in flames as the JEDI COUNCIL, the QUEEN, SIO BIBBLE, CAPTAIN PANAKA, the HANDMAIDENS, and ABOUT ONE HUNDRED NABOO TROOPS, TWENTY OTHER JEDI, PALPATINE, OBI-WAN (standing with ANAKIN), JAR JAR, BOSS NASS, AND TWENTY OTHER GUNGAN WARRIORS watch. There is a drum roll that stops. Doves are released, and the body is gone. ANAKIN looks to OBI-WAN.

ANAKIN
What will happen to me now?

OBI-WAN
You will become a Jedi, I promise.

To one side, MACE WINDU turns to YODA.

MACE WINDU
There is no doubt. The mysterious warrior was a Sith.

YODA
Always two there are...no more...no less. A master and an apprentice.

MACE WINDU
But which one was destroyed, the master or the apprentice?

They give each other a concerned look.

179 EXT. THEED - CENTRAL PLAZA - DAY 179

CHILDREN SING and throw flowers on the passing NABOO SOLDIERS and GUNGAN SOLDIERS. The CROWDS CHEER. It is a grand parade.

QUEEN AMIDALA stands next to the SUPREME CHANCELLOR PALPATINE, BOSS NASS, SIO BIBBLE, and the JEDI COUNCIL. ARTOO stands in front of the QUEEN'S HANDMAIDENS and whistles at the parade. QUEEN AMIDALA and PALPATINE smile at one another.

In the parade are CAPTAIN PANAKA and his GUARDS, JAR JAR and GENERAL CEEL, ANAKIN and OBI-WAN. The GUNGANS ride KAADUS. The OTHERS ride in speeders. They stop before the QUEEN and walk up the steps to stand by her side. EVERYONE CHEERS. The parade marches on.

IRIS OUT:

End titles